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the SPECTACULAR SPIDER-MAN®

NOW STRIKES--
NOCTURNE!



the SPECTACULAR SPIDER-MAN[®] ANNUAL

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PROLOGUE

NEW YORK CITY.

THE EAST VILLAGE.

It was a night too much like other nights.

I couldn't sleep... I'd always been plagued by insomnia; and, when I did fall asleep, it was rarely before dawn... so I tried reading. *God Speaks*, it was called.

But He wasn't speaking to me that night.

I'd finished my shift and come home to an apartment that-- despite the limited space and lifetime of clutter-- seemed huge and lonely.

So I tossed the book aside, put Mussorgsky on the CD player ("Night on Bald Mountain"; I'm nothing if not melodramatic) lit a few candles and did what I do best:

Brooded.

I just couldn't get her out of my mind.

Jackie Kessler.

Not that I wasn't justified in my brooding. My life has never been particularly easy... but in the months leading up to that night...

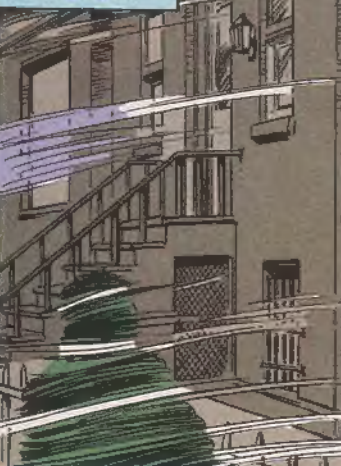
...it was like the floor had dropped out from under me.

My partner. And dearest friend.

I was a detective, Jackie wore a uniform, but we both shared a love of police work that was almost obsessive.

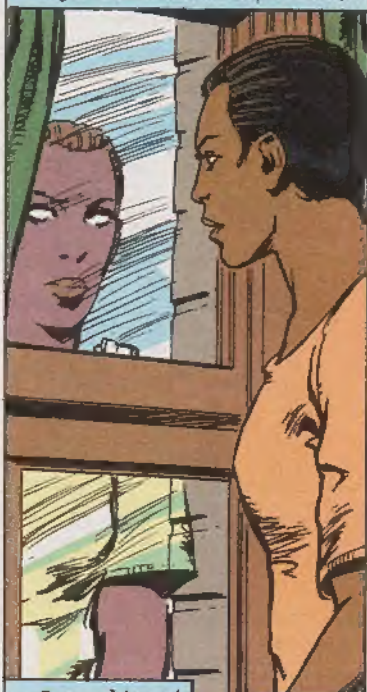
We weren't from the school that thought a cop's job was to bully and berate. We believed... and I still do...

...that the Law exists to protect the weak, the wounded, the frightened. The ones that have no place else to turn.



Having spent a good part of my life looking into the rifle-barrel of prejudice and racism...

(It's hard enough being a woman. But a *black* woman... with Cuban and Native American blood in me? I might as well have walked around with a target attached to my chest!)



...I considered my work a sacred trust.

So did Jackie.

I wasn't there when that thing--that *Vermin*--broke out of its pen at the N.Y.U. medical center, leaving a trail of blood and broken limbs in its wake...



...but I'd bet my life that Jackie's only thought was stopping the creature from hurting innocent people.

*SPECTACULAR SPIDER-MAN #178.
--ERIC

She never gave a second thought to herself.

I always told her that she took too many risks. Jumped over the edge when she should have exercised caution.



But she never listened.



She should have listened then.

It had been *months* since it happened... but I still couldn't believe it.

Night after night I watched the movie play out in my head.



Vermin clawing at Jackie, slashing that beautiful face. Reaching out for her neck...

...and snapping
it without a
thought.



Every night
I watched her
die again.

And every
night I
cried.

Guys at the
station
would've
been shocked
to see that.



I worked with
these people every
day...and they
didn't know me.
My fault as
much as theirs.

I made it my
business
not to let
people in.

Angela Cairn--
crying? No, sir.
Not Cairn. She's
tough as nails.
Got a heart like
stone. Watch her
best friend
wheeled in on a
stretcher and
not even blink.

Someone gets over the
wall, they'll only hurt
you in the end. And if
they don't...if, like
Jackie, they reach out
in trust and love...

...Something
happens to
take them
away.



Jackie. She was
running through my
head like a mantra
that night. She was
a knife, hacking at
me from the inside
out.

I needed
help.

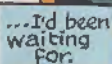
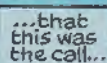
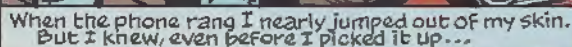
I needed
the cards.



My mother'd taught me about
the totems...the *animal
spirits*...when I was a little
girl. They had messages for us,
she said. To guide our souls
toward our highest good. I
did a spread...sat with it
for a while...and then...

...reached
for my
destiny.





And, finally...
Finally!...

...it came.

Herbie Fillmore was a street-smith I trusted. Sure he was a weasel with an attitude and a record to go with it... but we understood each other, Herbie and me.

He knew I'd walked some of the same roads he was walking and that if he treated me with respect, he'd get it in return. Underneath the attitude, Herbie was just like the rest of us: a puppy.

Scratch his belly and he'd roll over and lick your face.

So when he called and told me where I could find my killer, I bolted.

Maybe it was a deserted warehouse near the river.

Maybe it was three in the morning.

But Herbie wouldn't lie to me.

Ever.

Bats:

They flew out of the darkness, into the light, then back into the darkness again...

... so many times that I couldn't count.

YOU LOOK...
CONFUSED...
ANGELA.

It's hard to count when you're screaming. When your body's being flooded with a pain so intense that you realize you need a new definition of the word.

Where was I?
Not the warehouse anymore. But this place...

...it looked like a Victorian drawing room! How could that be?

The voice was thick; clogged with anger and bile.

YOU ARE STILL... IN THE WAREHOUSE... BUT--

--THESE QUARTERS BELONGED... TO THE BARON... (ISN'T THAT WHAT... YOUR INFORMANT... TOLD YOU?)

THAT THIS WAS...
BARON ZEMO'S LAIR? ZEMO: POISONER OF SOULS, CORRUPTER OF--

-- BODIES.

I didn't scare easily. But that voice-- it shook me. Made me want to scream and run.

And hide.

I'VE BEEN WATCHING YOU... ANGELA... WAITING FOR YOU. IT WASN'T... WHAT WAS HIS NAME... HERBIE?... WHO CALLED YOU TONIGHT. IT WAS... ME.

OH, GOD... THE PAIN... MAKE IT STOP... MAKE IT STOP--!

MAKE IT STOP? BUT I'D THINK YOU'D BE USED TO IT BY NOW... ANGELA. AFTER ALL... YOU'VE LIVED WITH... FAR WORSE... ALL YOUR LIFE.

YES, YOU WERE RIGHT... I AM A MUTATE. BUT... UNLIKE THE OTHERS... I CHOSE NOT TO GO WITH... DOCTOR KAFKA... SEEKING FALSE HOPE.

I LIKE WHAT I AM... ANGELA--

YOU SEE... I KNOW ALL ABOUT YOU. YOU COULD SAY... I'VE STUDIED YOU.

YOU HATE US, DON'T YOU? ALL OF... ZEMO'S CHILDREN?

--AND I HOPE YOU LIKE--

--WHAT YOU'RE ABOUT TO BECOME.

YOU'VE READ THE FILES... HAVEN'T YOU? YOU KNOW HOW... THE BARON'S MACHINE... WORKS.

IT DIGS DOWN... INTO THE DEEPEST... DARKEST... MOST SHAMEFUL CORNERS... OF OUR UNCONSCIOUS MINDS--

--THE PLACES... WHERE WE KEEP OUR... SECRET SHAMES... OUR SECRET SELVES--

--AND TRANSFORMS US... INTO THE VERY THINGS--

-- WE
HIDE
AWAY!

Hours of
torture
and un-
speakable
abuse--
and I still
wasn't pre-
pared for
this:

Every cell in my body
was exploding! Ten
thousand bats flew
through my head...
tearing at my brain!

I screamed.

And screamed.

And screamed.

SHAKKK



But I had
no voice.

The mutate inspected me, mildly disappointed when it discovered I was *dead*.

WHAT A...
PITY.



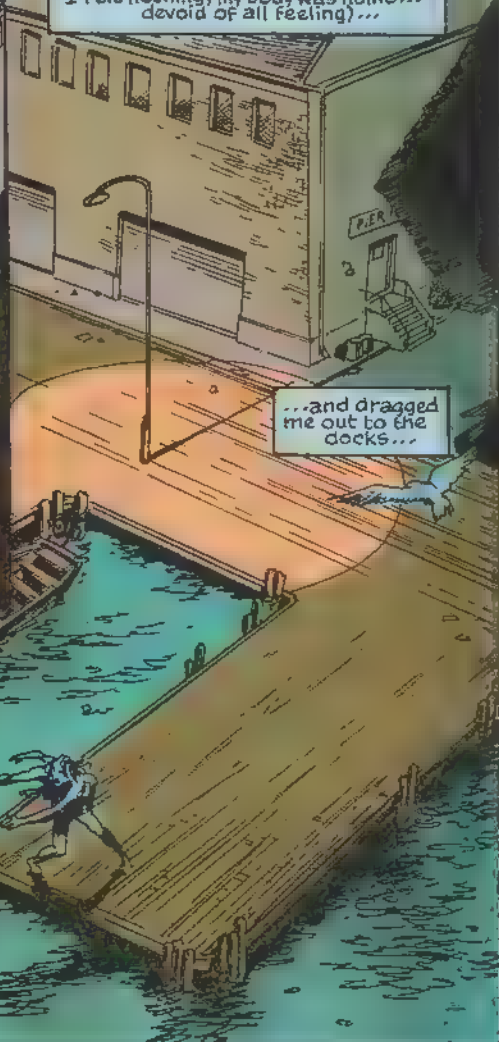
But, if I was dead, how was it I heard its awful voice; smelled its rank, vile breath?

Felt its hands on me as it stripped me, then... carefully, almost delicately... dressed me in what it called a "Funeral gown."



Muttering the same thing--"What a pity, what a pity"--over and over, the mutate grabbed me by the hair (less than delicately this time--but I felt nothing; my body was numb... devoid of all feeling)...

...and dragged me out to the docks...

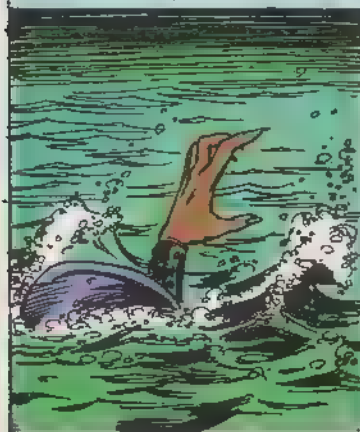


...burying me...

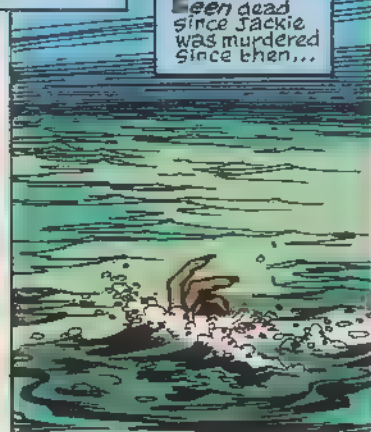
...at sea.

I felt no fear, just a vague and distant interest, as the water engulfed me and pulled me down.

The question of whether I was truly dead or alive didn't really matter; for I seemed to understand, as I sank beneath the waves...



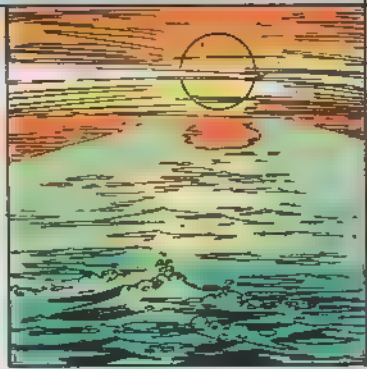
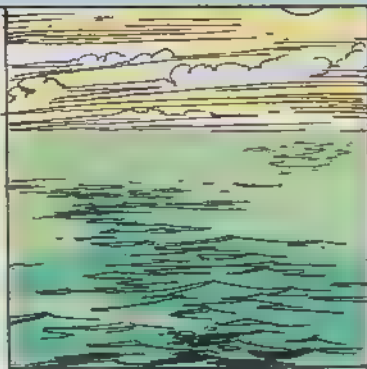
...that I'd ~~been~~ dead since Jackie was murdered since then...



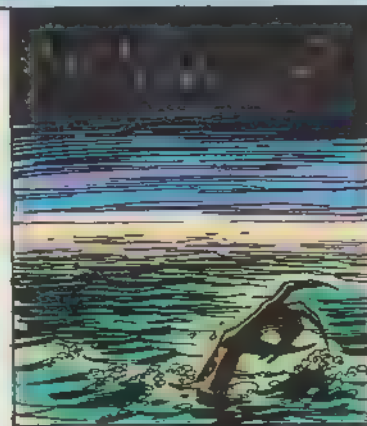
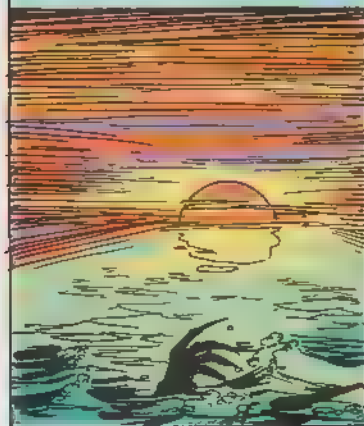
...and perhaps long before.



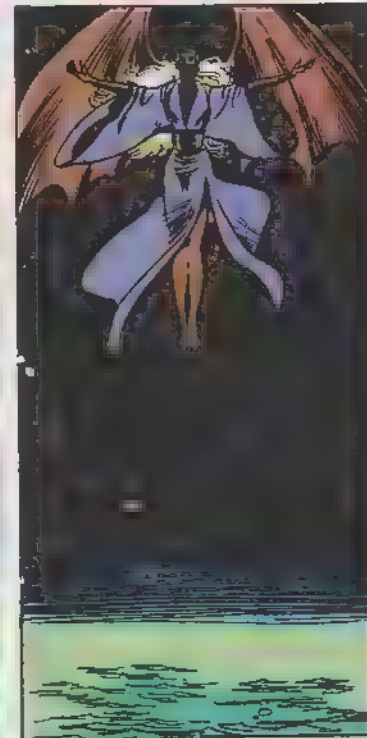
Above me, night turned to day, day to night again, and again and again; but I drifted, unconcerned.
A vague whirl of consciousness, spinning through the sea.



Strangely, all I could think of through those endless underwater hours... was the card. The Bat.
The symbol of rebirth--through shamanistic death.



I heard my mother's voice in my ear: "The Bat," she said, "kills our patterns of seeing... of being... and he is not gentle. But if a person can descend into the grave of the soul..."



"...can endure the unendurable pain... maintain their sanity while their very selves are shattered like a mirror, melted down, then reconstructed..."

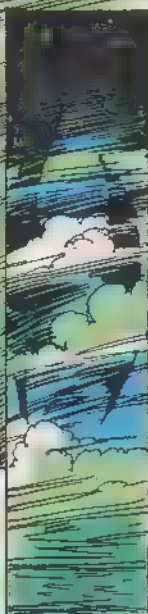
"... something truly great will rise up..."

"...when the shaman
is resurrected."

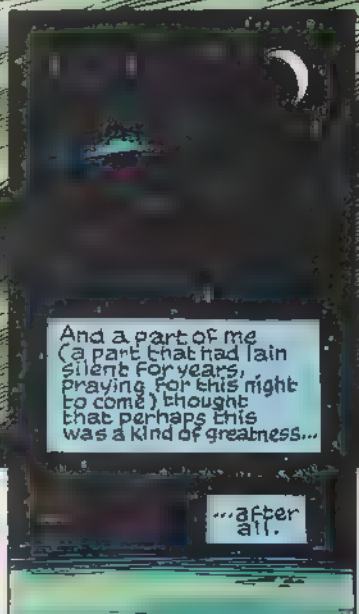
"Something great"? Is that what
Baron Zemo's machine had made
me? If this is greatness, I thought--
as feeling returned to my limbs...
as warm winds kissed skin dark as
night, smooth as leather-- then
I'll do without it.



But when I spread my wings...
wings!... and gathered the
mists around me; when I flew
off to discover who and what
I'd become...



.. I heard the darkness sing
to me: a shadow-symphony... a
nocturne... that carried me up,
above the world--higher than
I'd ever dreamed!



And a part of me
(a part that had lain
silent for years,
praying for this night
to come) thought
that perhaps this
was a kind of greatness...

...after
all.

THE NEXT
NIGHT!

SPIDER-MAN...
SPIDER-MAN...

SPIDER-MAN...
SPIDER-MAN...



STAN LEE PRESENTS.

EMERGENCE

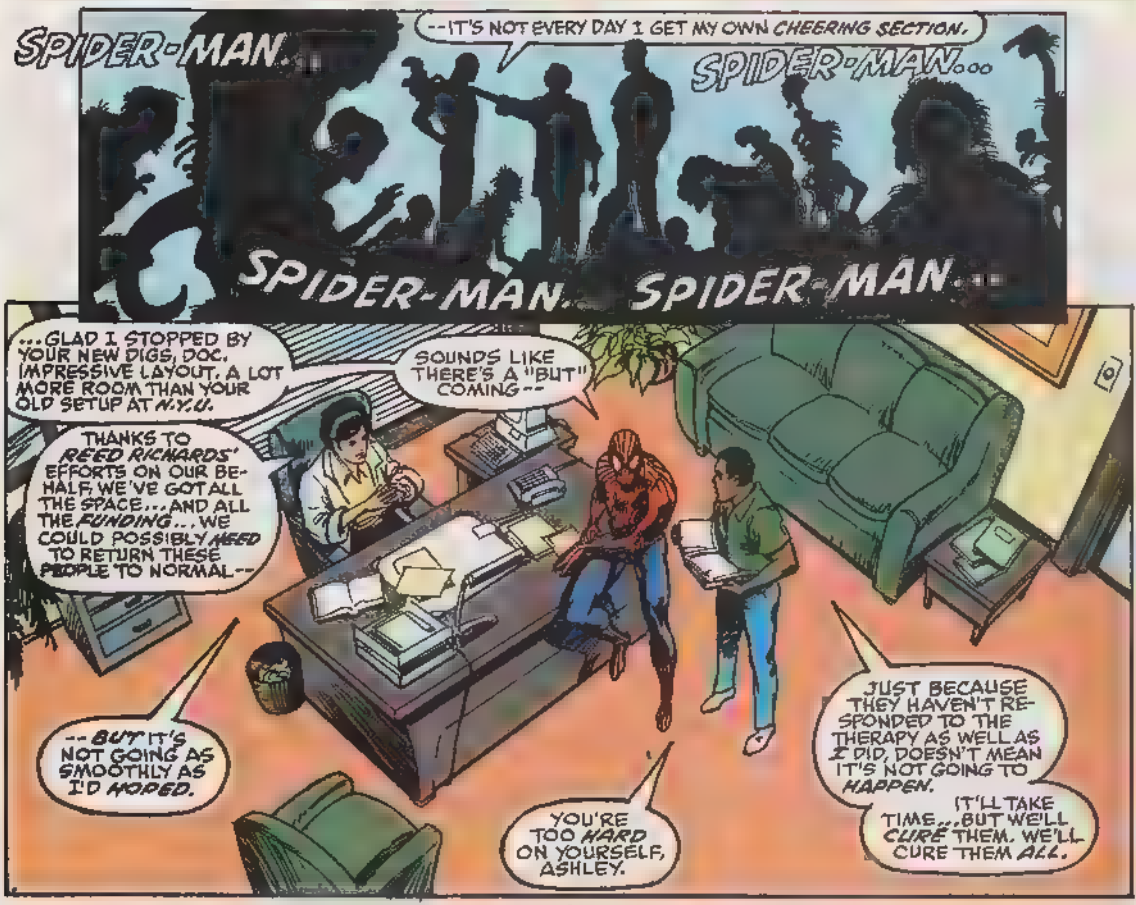
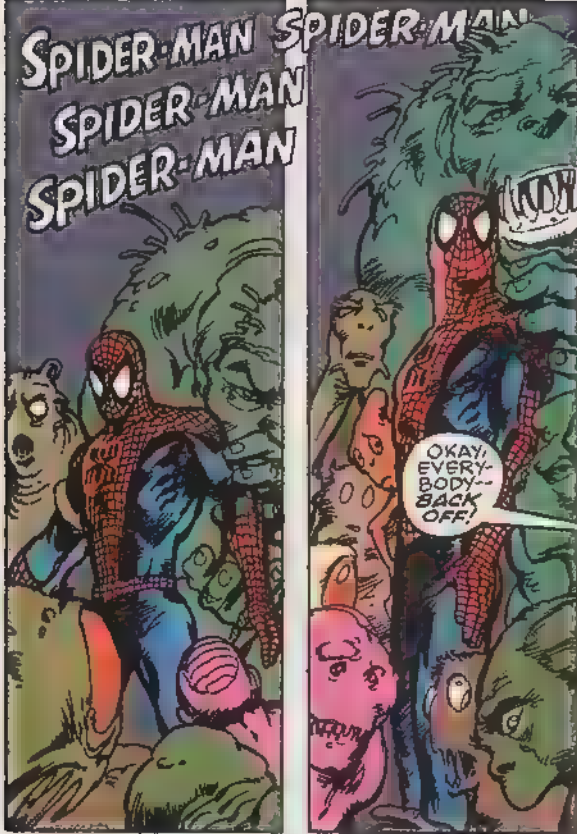
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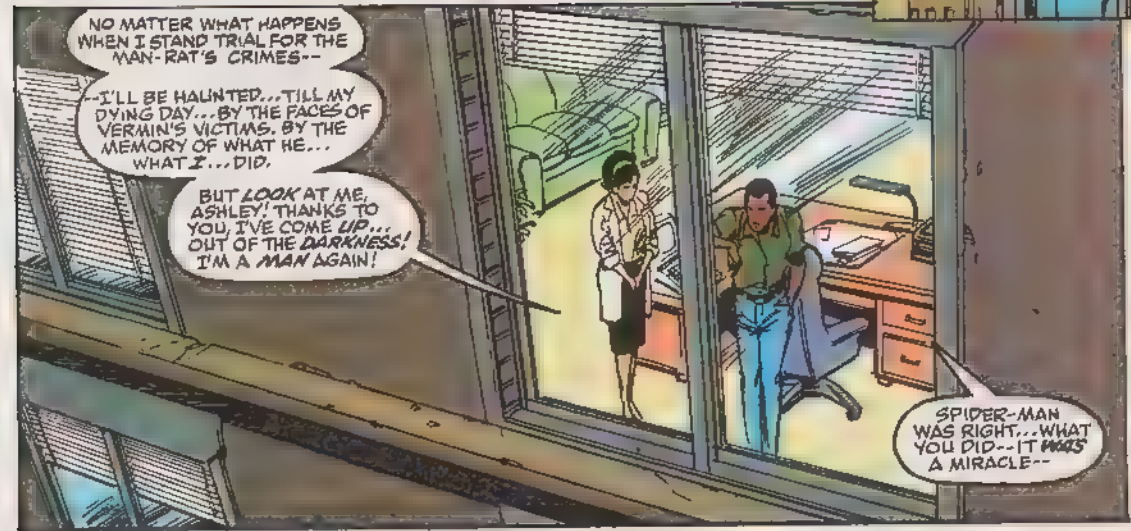
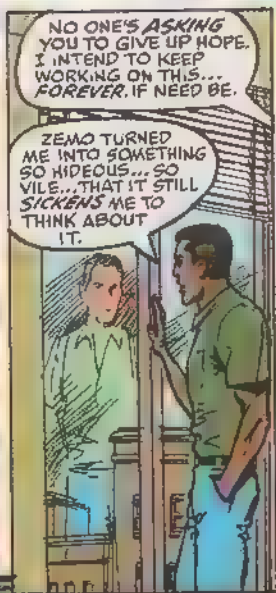
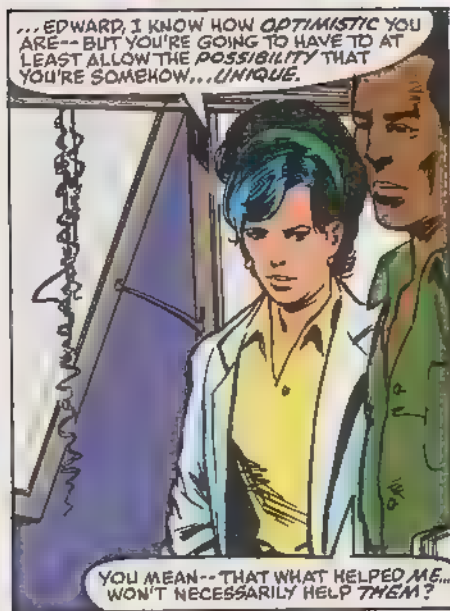
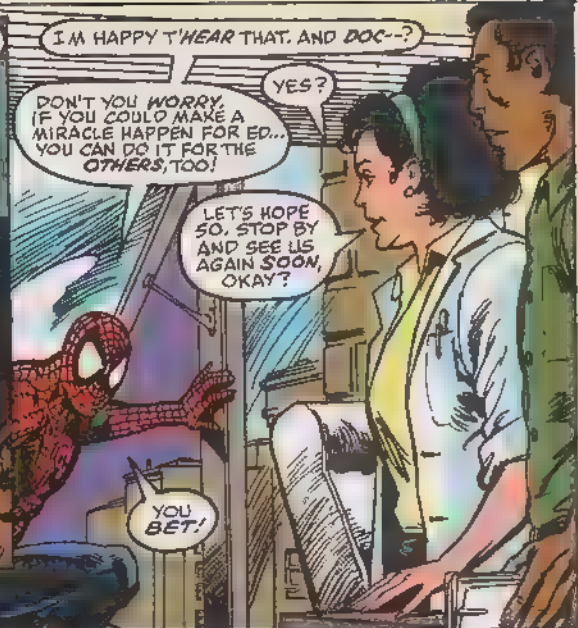
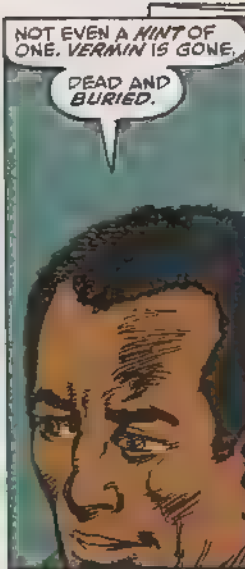
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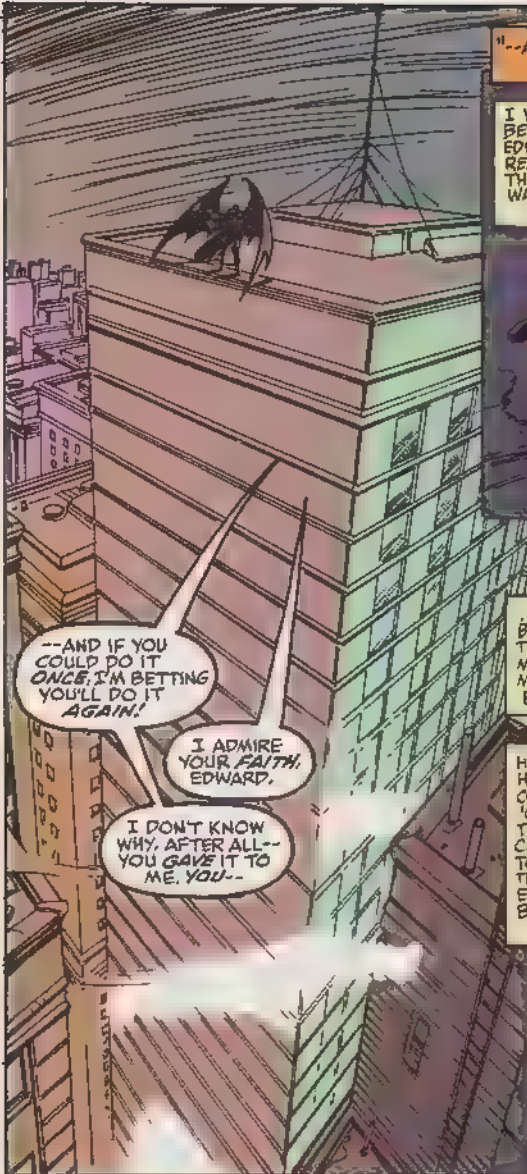
DANNY FINGEROTH
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COLORIST
TOM DE FALCO
EDITOR IN CHIEF







"--AND SPIDER-MAN."

I WANTED TO BELIEVE THAT EDWARD HAD REALLY WON... THAT VERMIN WAS REALLY GONE...

...JUST WAITING TO RETURN?

FOR ALL I KNEW, HE MIGHT HAVE BEEN SNEAKING OUT OF THE LAB AND --
NO! THAT I COULDN'T BELIEVE! WOULDN'T BELIEVE!

--AND IF YOU COULD DO IT ONCE, I'M BETTING YOU'LL DO IT AGAIN!

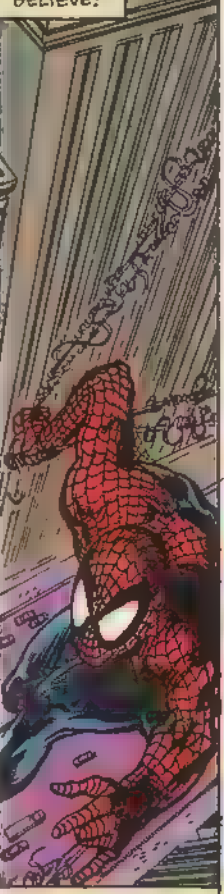
I ADMIRE YOUR FAITH, EDWARD.

I DON'T KNOW WHY, AFTER ALL-- YOU GAVE IT TO ME, YOU--

...BUT I'D BEEN THROUGH THAT NIGHTMARE TOO MANY TIMES BEFORE.

HOW OFTEN HAD CURTIS CONNORS BEEN "CURED" OF THE LIZARD'S CURSE-- ONLY TO DISCOVER THAT THE "DISEASE" HAD BEEN LYING DORMANT...

FOR ALL I KNEW, VERMIN MIGHT'VE STILL BEEN ALIVE IN EDWARD'S UNCONSCIOUS. HE MIGHT'VE BEEN MANIFESTING IN WAYS THAT DOCTOR KAFKA HADN'T BEEN ABLE TO NOTICE.



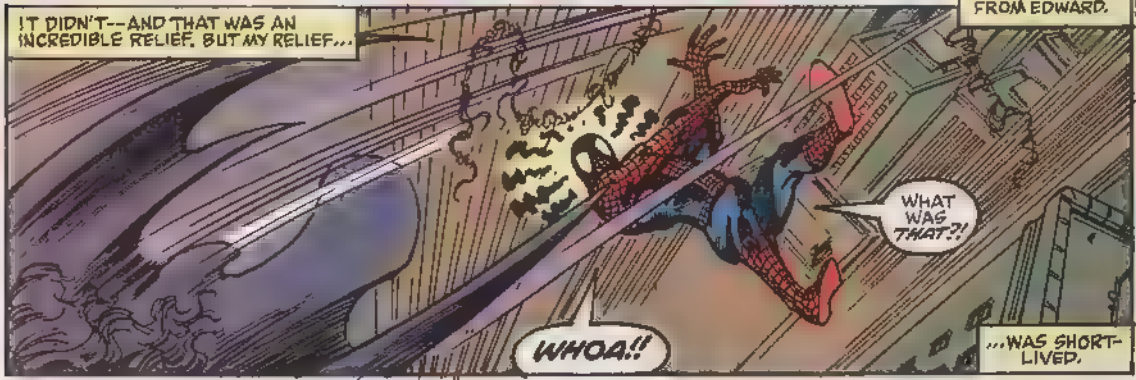
SURE THERE WERE SIMILARITIES BETWEEN VERMIN'S M.O.-- AND THAT MANIAC THE PAPERS WERE CALLING "THE MUTILATION KILLER"-- BUT THAT DIDN'T MEAN IT WAS EDWARD.

ALTHOUGH I HAVE TO ADMIT THAT ONE OF THE REASONS I STOPPED BY DOCTOR KAFKA'S THAT NIGHT WAS TO FEEL THE SITUATION OUT...



...SEE IF MY SPIDER-SENSE PICKED UP EVEN A HINT OF DANGER FROM EDWARD.

IT DIDN'T--AND THAT WAS AN INCREDIBLE RELIEF. BUT MY RELIEF...



WHAT WAS THAT?!

WHOOA!!

...WAS SHORT-LIVED.

THE THING FLEW BY ME SO FAST I BARELY GOT OUT OF THE WAY IN TIME-- AND CONSIDERING MY SPEED... THAT'S SAYING A LOT!

I GLIMPSED SOME KIND OF WINGED SHAPE -- FADING INTO THE FOG.

...AND CONSIDERING HIS HEALTH, HE WAS IN NO SHAPE TO PULL A JAILBREAK.

THEN WHO...?

'GREAT,' I THOUGHT. 'THIS IS JUST WHAT I NEED SOMETHING NEW TO WORRY ABOUT.' OF COURSE THERE'S ALWAYS DE TO THAT.

IT WAS WEIRD, AS THAT... *WHATEVER*... IT WAS PASSED ME... IT FELT LIKE... IT'S HARD TO PUT INTO WORDS -

AT FIRST I THOUGHT IT WAS THE VULTURE...

...BUT HE WAS LOCKED UP TIGHT IN THE VAULT...

-- LIKE I WAS BEING BAR- RAGED BY... WAVES OF EMOTION; A THOUSAND CONFLICTING FEELINGS SWEEP- ING OVER ME... SEEPING INTO ME.

BUT THE SENSATION PASSED... ALONG WITH MY WINGED FRIEND.

WORRYING IS WHAT I DO BEST.

All that day, the longest day of my life, I hid myself away... kept to the shadows...

...but I couldn't hide forever. I had to under- stand what it was I'd become.

What it was that creature made me into.

Maybe that's why I went to Kafka's lab. No one-- short of Zemo himself -- understood the mutation process better than she did...

...but I couldn't bring myself to go in. Perhaps I was afraid to learn that she couldn't help me. Or perhaps...

...I was afraid to learn that she *could*.

So I went home, to my apartment... studied myself in the mirror...

...and screamed.



Or at least I tried to.



No voice!

I had no voice!

So I screamed a silent scream...



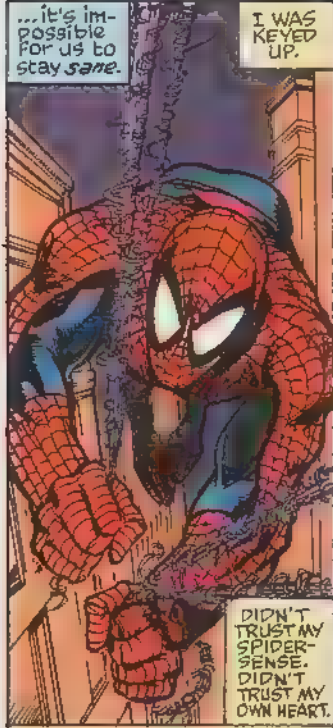
...and went a little mad

I think there are times when we need madness, need to lose all control, leap, straight and sure, into the abyss.



That's the joke of it, you see: if we don't periodically surrender to insanity...

...it's impossible for us to stay sane.



I WAS KEYED UP.

DIDN'T TRUST MY SPIDER-SENSE. DIDN'T TRUST MY OWN HEART.

I HAD TO KNOW, WITHOUT A DOUBT, WHETHER THERE WAS A CONNECTION BETWEEN EDWARD AND THE "MUTILATION KILLER"... AND THE WOMAN WHO COULD HELP ME WITH THAT...

...WAS ANGELA CAIRN.



CAIRN WASN'T MY BIGGEST FAN... IN FACT SHE COULDN'T STAND ME... BUT SHE WAS A GOOD COP... AND SHE KNEW MORE ABOUT THE "MUTILATION KILLER" CASE THAN ANYONE.

KRASH

APPARENTLY, I WASN'T THE ONLY ONE INTERESTED IN CAIRN.

I'D VET BET EVERY CENT I HAD THAT THE THING THAT CAME CRASHING OUT OF HER APARTMENT WAS THE SAME ONE I'D SEEN IN THE FOG...



...AND I HAD NO INTENTION OF LETTING IT GET AWAY THIS TIME!

GOTCHA!

AND I'VE GOT A FEW QUESTIONS, TOO!

LIKE... WHO ARE YOU--

--AND WHAT DO YOU WANT WITH ANGELA CAIRN?!

I wasn't exactly in a rational state to begin with-- and Spider-Man appearing out of nowhere... grabbing me like that--

At first I didn't realize it was him. I just struck out, blindly...

SWOOSH

WUNK!

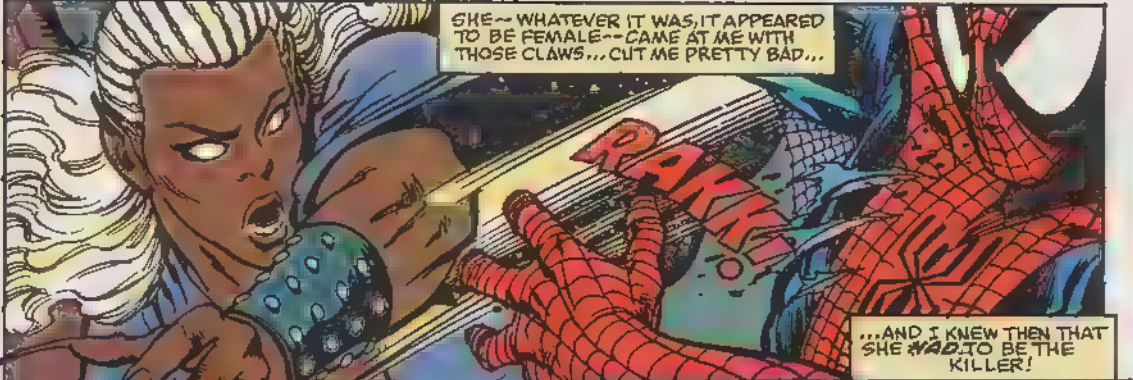
...desperate to get away.

I was wrong.

Well, it didn't exactly help matters.

My voice may have been gone...but my speed and strength had increased amazingly. I thought I had him on the run.

WU DOO!

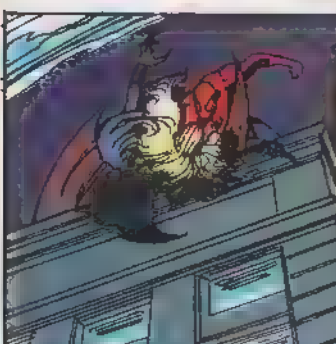


SHE-- WHATEVER IT WAS, IT APPEARED TO BE FEMALE-- CAME AT ME WITH THOSE CLAWS... CUT ME PRETTY BAD...

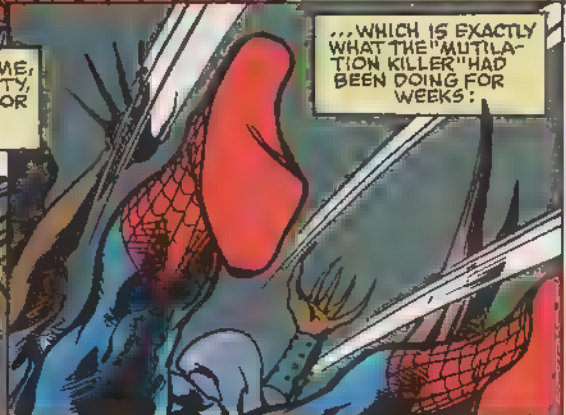
...AND I KNEW THEN THAT SHE ~~HAD~~ TO BE THE KILLER!

IF SHE COULD DO THAT TO ME, WITH MY SPEED AND AGILITY, IT WOULDN'T TAKE MUCH FOR HER TO SLICE AND DICE A NORMAL PERSON...

...WHICH IS EXACTLY WHAT THE "MUTILATION KILLER" HAD BEEN DOING FOR WEEKS:



MY CHEST WAS BURNING... MY SHIRT WAS SOAKED IN BLOOD... BUT I REDOUBLED MY EFFORTS. BETTER TO BLEED TO DEATH THAN LET THAT THING LOOSE AGAIN!



LEAVING A TRAIL OF CORPSES SO HORRIBLY TORN AND DISFIGURED THAT IT WAS NEARLY IMPOSSIBLE TO IDENTIFY THEM.

When I finally realized who it was I was grappling with there on that roof, I felt some hope.

I'd never been overly fond of Spider-Man... but one thing I knew was that he was a decent man; that he cared.

Maybe, I thought, I've found someone who can help me... I tried to speak... to let him know who I was, what had happened...

...but I couldn't!

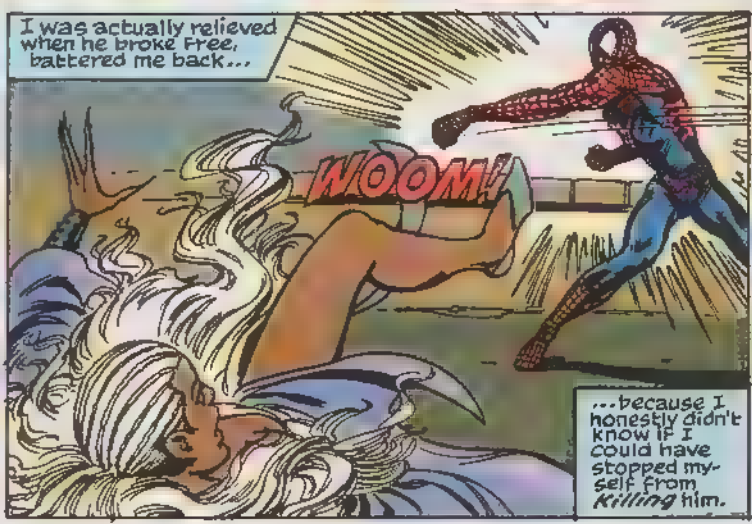
And the more frustrated I got, the angrier I got.



As if in response to that anger, my hair... moved: snaked out, with a life of its own, encircling Spider-Man's neck. Choking him.

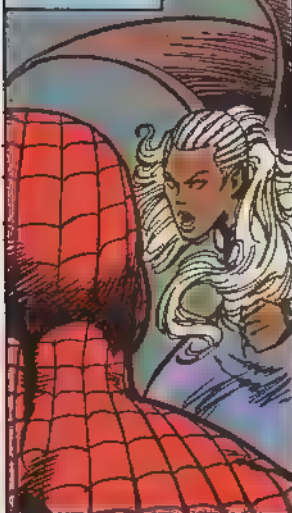
I was actually relieved when he broke free, battered me back...

WOOM!



...because I honestly didn't know if I could have stopped myself from killing him.

I was out of control...



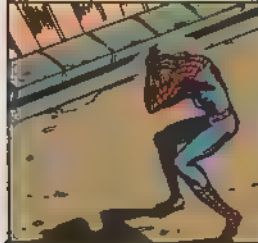
...and I couldn't stop!

Things were being unleashed inside me that I didn't understand.

Panicked, I flew... praying he wouldn't follow me.

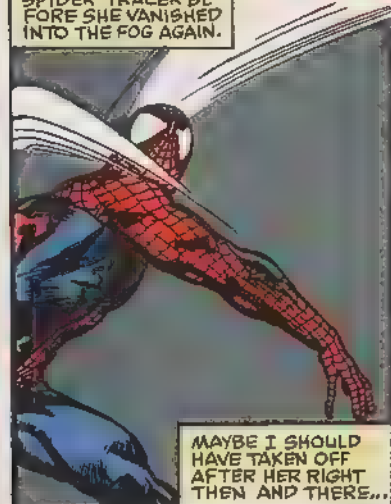
I'D NEVER EXPERIENCED ANYTHING LIKE IT. IT WAS AS IF SHE'D HIT ME WITH A BLAST OF PURE EMOTION.

AND IT HURT-- IN A WAY NO PHYSICAL BLOW EVER COULD.



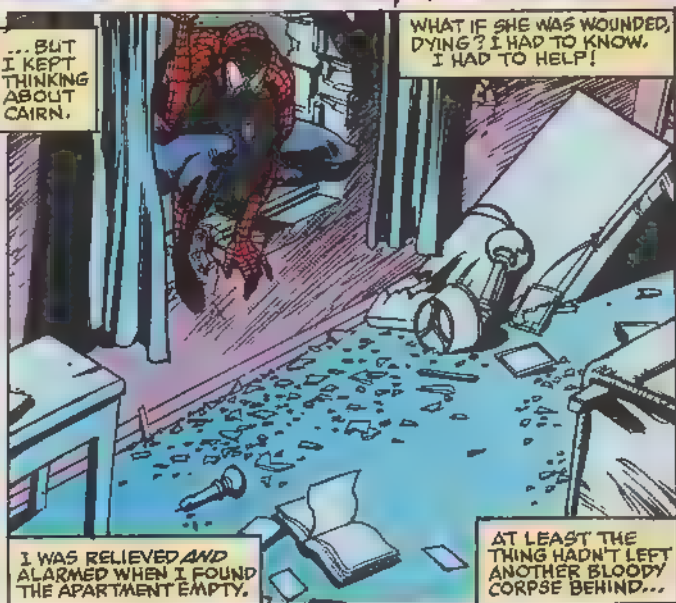
TOOK ME HALFA MINUTE TO REORIENT MYSELF... FOR THE PAIN TO SUBSIDE.

I BARELY MANAGED TO TAG HER WITH A SPIDER-TRACER BEFORE SHE VANISHED INTO THE FOG AGAIN.



MAYBE I SHOULD HAVE TAKEN OFF AFTER HER RIGHT THEN AND THERE...

... BUT I KEPT THINKING ABOUT CAIRN.



WHAT IF SHE WAS WOUNDED, DYING? I HAD TO KNOW. I HAD TO HELP!

I WAS RELIEVED AND ALARMED WHEN I FOUND THE APARTMENT EMPTY.

AT LEAST THE THING HADN'T LEFT ANOTHER BLOODY CORPSE BEHIND...

SO WHERE WAS
DETECTIVE
CAIRN?

WAS SHE DEAD ALREADY,
HER BODY DUMPED
SOMEWHERE BY THAT
BAT-WINGED DEVIL?
OR HAD SHE MANAGED
TO ESCAPE?

I TAPED UP MY WOUND,
THEN SEARCHED THE PLACE--
HOPING TO UNCOVER
SOME KIND OF CLUE.

BUT ALL I FOUND...

... WAS A
DEEPENING
MYSTERY.

I was so afraid.

No, that's not totally true. I wasn't just afraid-- I was exhilarated, too. As much of a nightmare as it all was-- there was a certain dark... joy in the power I'd been given.

But it was a joy I was ashamed of-- so I pushed it away, buried it... where I wouldn't have to face it.

So much confusion, I couldn't see anything clearly, least of all myself.

All I knew for sure was that I had to go back to that warehouse by the East River. I had to stop Zemo's creation...

...before it killed again.

AH--

WELL... WELL... WELL!

APPARENTLY THE PROCESS WORKED... AFTER ALL.

WELCOME, DETECTIVE... TO THE BEGINNING OF YOUR NEW LIFE. I THINK THE BARON... HAD SOME CHAMPAGNE SOMEWHERE.

SHALL WE DRINK A TOAST... MY DEAR... TO YOUR TRANSFORMATION?

A Joke?

It thought what had happened to me was some kind of *joke*?

YOU
APPEAR...
ANGRY...
DETECTIVE.

I DON'T...
UNDER-
STAND
THAT.

YOU SHOULDN'T
BE... **UPSET**
WITH ME,
IN FACT...

...YOU
SHOULD BE
THANKING
ME!

TUD!

I'VE **LIBERATED**
YOU... YOU FOOL!
SET YOU **FREE...** OF
THE SHACKLES... OF
YOUR LIMITED...
HUMAN... **EXISTENCE!**

I'VE **STUDIED** YOU...
ANGELA... I KNOW
HOW YOU'VE **STRUG-**
GLED... ALL YOUR
LIFE... TO BE AC-
CEPTED IN A SOCIETY
...IN WHICH YOU
TRULY HAVE...

... **NO**
PART!

TOOM!

THE BLOOD... OF
OUTSIDERS... RUNS
THROUGH YOUR VEINS!
YOU HAVE ALWAYS BEEN...
AN **OUTCAST...** A
PARIAH! YOU'VE ALWAYS
STOOD BEYOND THE
CIRCLE!

TOOM!

TOOM!

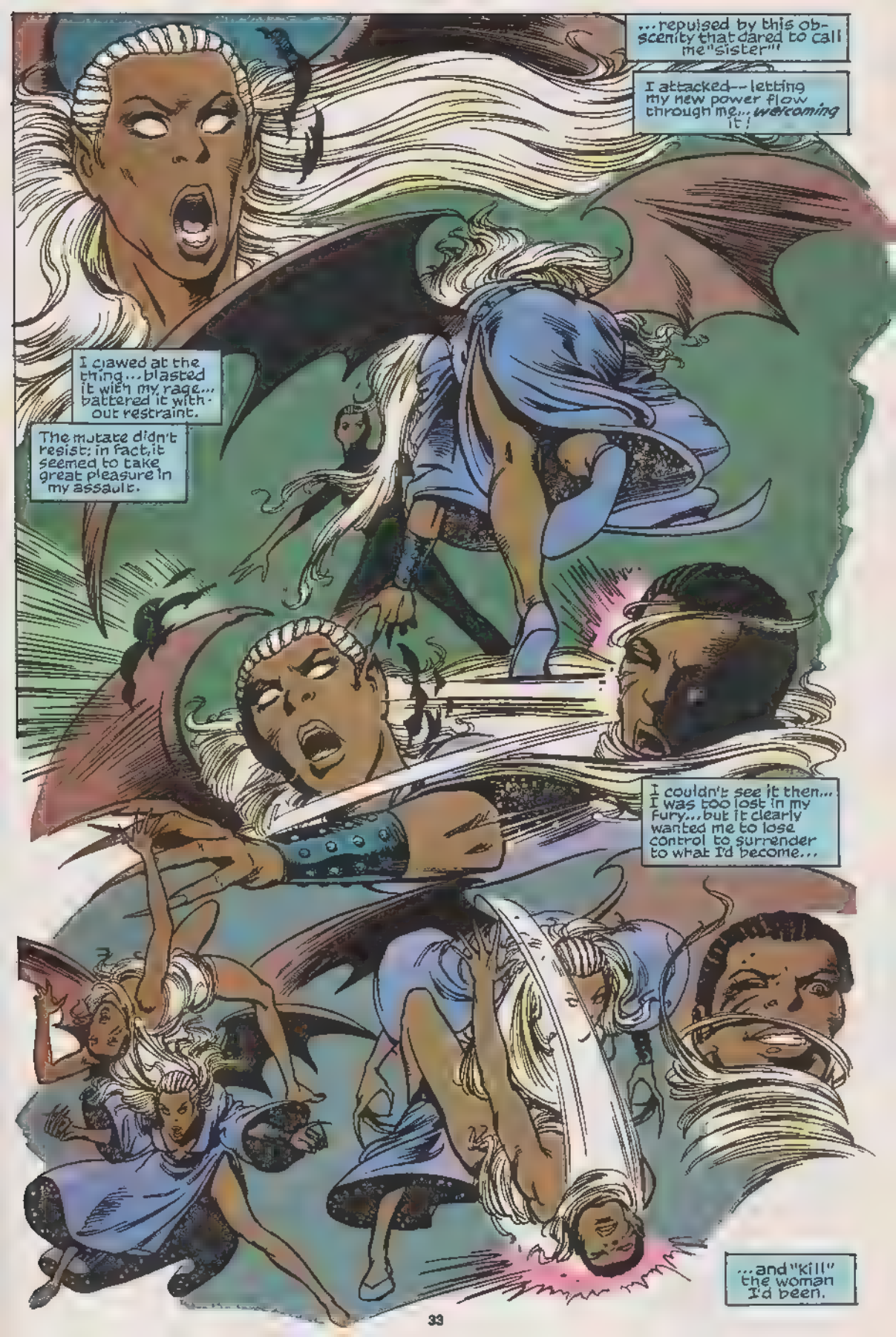
WHY, SISTER, HAVEN'T
YOU... **EMBRACED** YOUR
UNIQUENESS? WHY HAVE
YOU... ALWAYS HIDDEN
AWAY... BEHIND...
...A MASK?

My Face!
The thing was wear-
ing *my* Face!

That's why its victims
felt without a
struggle! It was a
shape-shifter!

It became
the ones
they loved...
crushed...
most of all!

With a
swipe of
my wings,
I forced it
off me...



...repulsed by this obscenity that dared to call me "sister"!

I attacked--- letting my new power flow through me... *welcoming* it!

I clawed at the thing... blasted it with my rage... battered it without restraint.

The mutate didn't resist; in fact, it seemed to take great pleasure in my assault.

I couldn't see it then... I was too lost in my fury... but it clearly wanted me to lose control to surrender to what I'd become...

...and "kill" the woman I'd been.

And I just might have done it...

THWIP

...if it hadn't been for him.

WHOOM!

THANK GOD FOR MY TRACER. LED ME THERE JUST IN TIME.

ANOTHER SECOND-- AND ANGELA CAIRN WOULD HAVE BEEN DEAD.

SPIDER-MAN-- THAT'S HER!

THAT'S THE "MULTI-KILLER"!

SURE MY SPIDER-SENSE WAS BLIZZING... BUT I FIGURED THAT WAS THE BAT-THING'S DOING.

TH-

KOOM!

KOOM!

RAK!

AT LEAST THAT'S HOW IT SEEMED THEN.

IT HAD CAIRN'S FORM... CALLED OUT TO ME IN CAIRN'S VOICE! HOW COULD I HAVE SUSPECTED IT WAS ANYTHING BUT WHO IT APPEARED TO BE?

ALL THE MORE REASON TO TAKE HER DOWN...

...BEFORE ANY MORE BLOOD WAS SHED.

WHAT HAPPENED NEXT STILL SEEMS ASTONISHING.

I COULD FEEL THOSE WAVES OF EMOTION CRACKLING AROUND HER...READY TO BLAST OUT AT ME.

I ONLY HAD A MATTER OF SECONDS TO TAKE HER OUT, BEFORE SHE HIT ME FULL IN THE FACE.

SO WHY DID I HESITATE... JUST LONG ENOUGH...

...FOR HER TO NAIL ME?

DID A PART OF ME SENSE THE TRUTH?

It was as if I'd reached down, into the deepest part of myself, my very identity...my "Angela-ness"...and pulled it up and out...

...plunging it, like a spear, into Spider-Man's consciousness.

CAIRN?

YOU'RE CAIRN?!

WHAT ARE YOU SAYING? WHAT ARE YOU DOING?

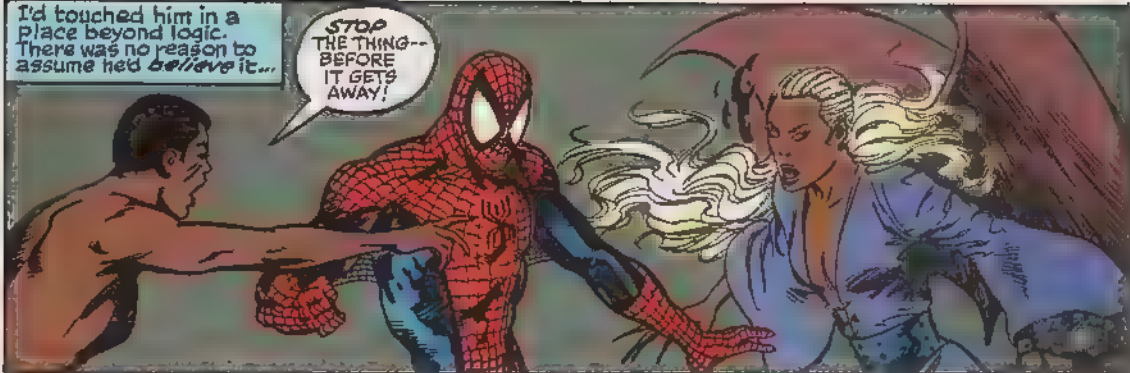
THE TRUTH THAT EXPLODED IN MY BRAIN LIKE A BULLET SHOT STRAIGHT FROM HER PSYCHE.

I'd don't think about it didn't even know I could do it.

I'M ANGELA CAIRN!

I'd touched him in a place beyond logic. There was no reason to assume he'd believe it...

STOP THE THING-- BEFORE IT GETS AWAY!



BEFORE IT KILLS AGAIN!

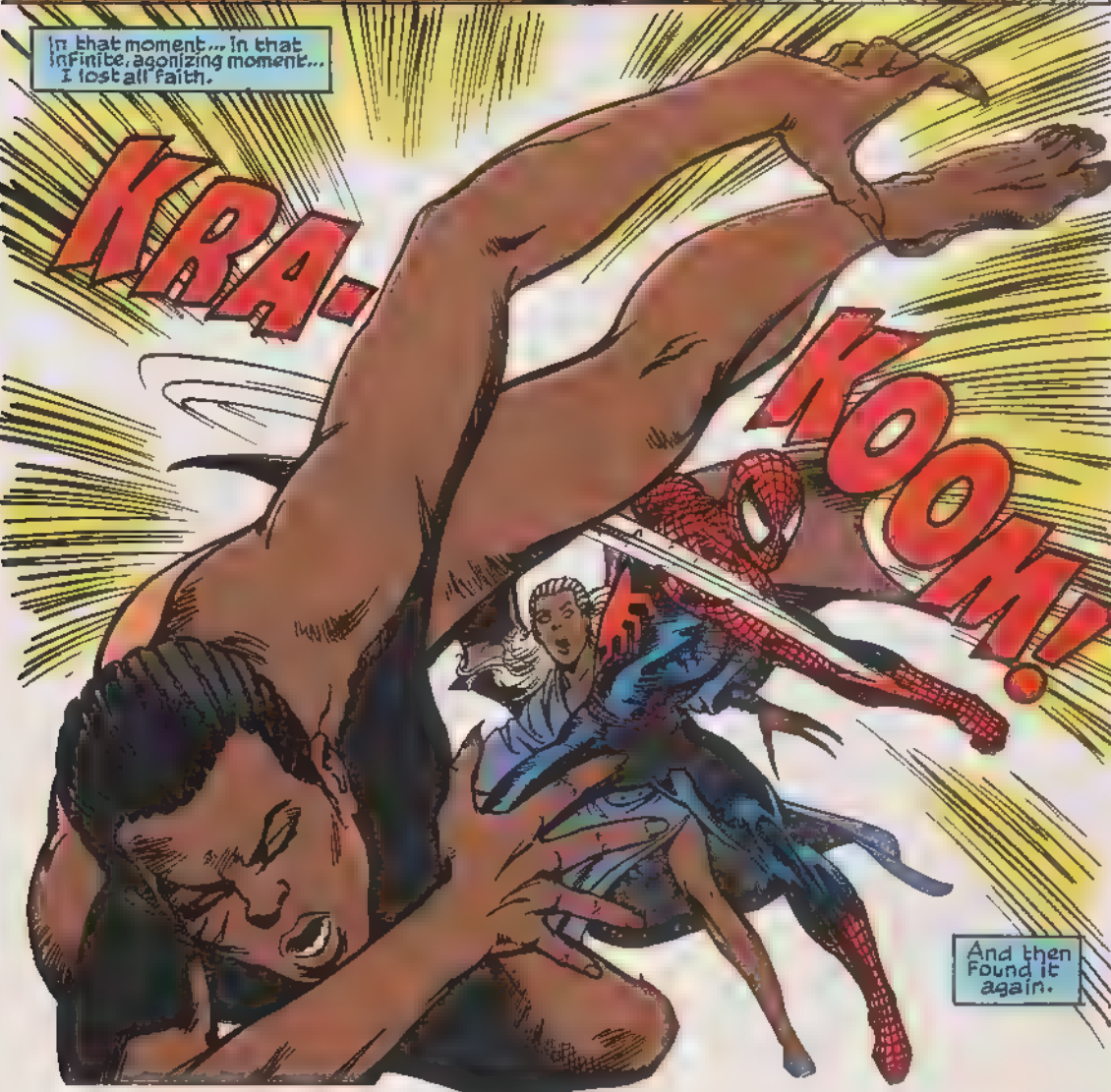
...and deny the evidence of his own eyes.



In that moment... In that infinite, agonizing moment... I lost all faith.

KRA-

KOOM!



And then found it again.

CAIRN... ANGELA...

--DON'T DO IT!

DO... IT!

YOU'RE A POLICE OFFICER! YOU KNOW THAT... NO MATTER WHAT THIS CREATURE'S DONE... THE LAW HAS TO METE OUT THE PUNISHMENT!

YOU'RE ABOVE THE LAW... NOW!

SLAY ME... SWEET SISTER--

--AND... BECOME ME.

NO!

Why did I let it live? Was it something in Spider-Man? Something in myself? Or perhaps...

... something in my enemy's eyes.

It... she... wanted so desperately to die. For all her talk of exulting in life outside the circle... reveling in her mutated existence... there was something so lonely about her... so unspeakably sad...

...that it broke my heart.

We really were sisters...

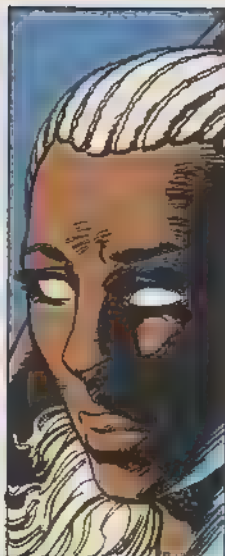
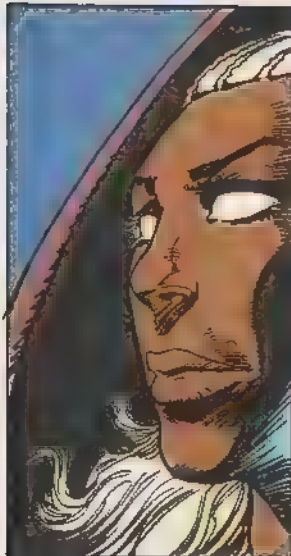
...but not in the way she'd imagined.

...I THINK THE EQUIPMENT THEY FOUND IN ZEMO'S LAB IS GONNA BE A BIG HELP TO DOCTOR KAFKA IN HER SEARCH FOR A CURE.

THE MORE SHE CAN UNDERSTAND WHAT HE DID TO YOU... AND ALL THE OTHERS--

--THE GREATER THE CHANCE SHE CAN REVERSE IT.

SO... AH... WHADDAYOU SAY? SHOULD WE HEAD ON OVER THERE? SEE WHAT THE DOC CAN DO FOR YOU?



No.

I was confused. Afraid. I needed time to sort everything out. Maybe then I'd take him up on his offer.

But now the cocoon had burst, once and for all. Angela was gone--and Nocturne was born. Then I was

It was time to test that freedom, to taste it...

Maybe then.

But there was more to my refusal than confusion and indecision. Something I wasn't consciously aware of (that I would in fact, have denied at the time)...

...but that was part of my decision nonetheless.

You see, the mutate was right: Angela Cairn *wasn't* free. She was a prisoner of other people's images and expectations. She was a butterfly, forced to spend her life in someone else's cocoon.

...and ride it high above the world.

WHAT DID I FEEL WHEN
SHE TOUCHED ME?

MAYBE SOMETHING
I'VE FELT INSIDE
MYSELF--IN THOSE
MOMENTS WHEN I'VE
CONSIDERED GIVING
UP MY LIFE AS
SPIDER-MAN;

A SENSE OF
PURPOSE.

A SENSE OF...
DESTINY.

FOR ALL THE PAIN THAT
WEARING THIS MASK HAS
CAUSED ME, FOR ALL THE
SEEMINGLY-ENDLESS
STRUGGLES, I'D NEVER
GO BACK TO WHAT I WAS
BEFORE.

Y'SEE WHEN THAT
RADIOACTIVE
SPIDER BIT
PETER PARKER,
IT DIDN'T SO
MUCH CHANGE
WHO HE WAS...

IT'S ALL IN
THE CARDS.

...AS MAKE
HIM--WHO
HE WAS
MEANT TO
BE.

MAYBE ANGELA CAIRN FOUND A SIMILAR TRUTH THAT NIGHT.
I LIKE TO THINK SO. I MEAN--WHO CAN ARGUE WITH DESTINY?

YOU KNOW
WHAT THEY
SAY:

END

You see things differently, floating above the city streets. You gain a perspective on the world that's just not possible down there. In the thick of it all.



It's tempting to think you've transcended the problems and pains of the common man. That you've somehow ascended to a higher sphere.

But all you have to do, to restore a sense of reality...



In my years on the force, I'd seen enervation and brutality that--no matter how closely I inspected it--defied analysis.

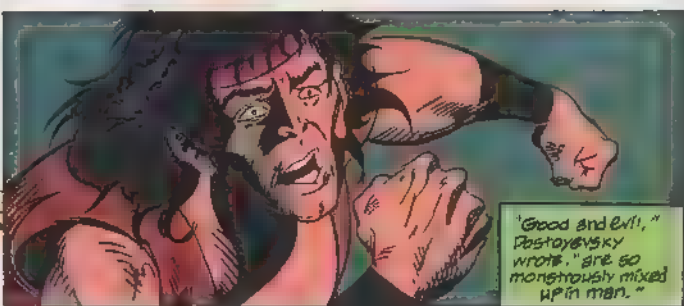


...is look down.

They were beating the boy mercilessly, and with great enthusiasm; seems he wasn't man enough for them. Seems his lifestyle choices didn't please them.



Why, I wondered, do people act like this? --then laughed at myself (however silently) for the thought.



"Good and Evil," Postayevsky wrote, "are so monstrously mixed up in man."

I acknowledged that.



And yet I still wanted to know...

... Why?

STAN LEE PRESENTS: NOCTURNE IN THROUGH THE WINDOW!!!

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The other one took off; can't say I blame him. Running into me in a dark alley has to be a little unsettling.

But not half as unsettling as having your ribs kicked in.

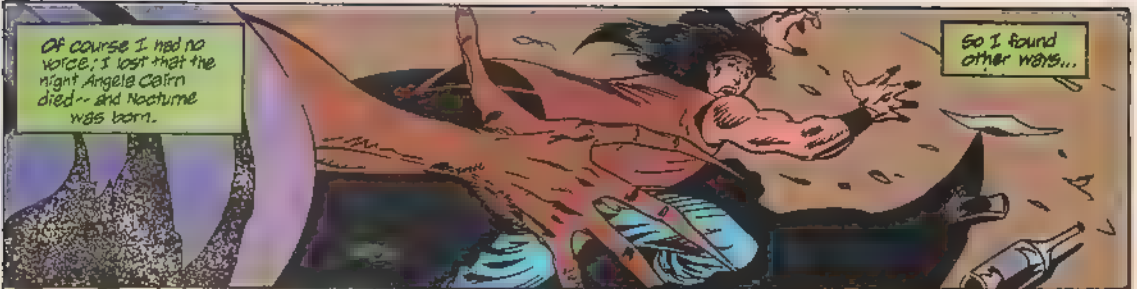
When he reached the street, I was already there.

Your nose shattered.

Your spirit broken.



I knew I wouldn't get an answer to my question, but there were a few things I wanted him to understand.



Of course I had no voice; I lost that the night Angela Cairn died-- and Nocturne was born.

So I found other ways...



...to communicate.

Not the head-banging. That was just to get his attention.



No, I wanted him to experience what it was to be a victim.

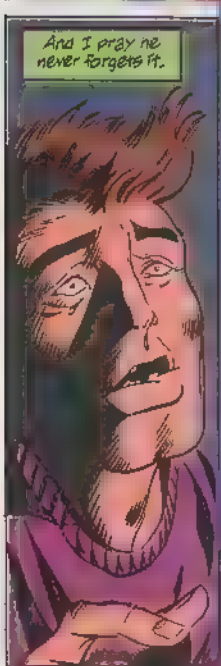
To know the pain and shame that boy in the alley was feeling.



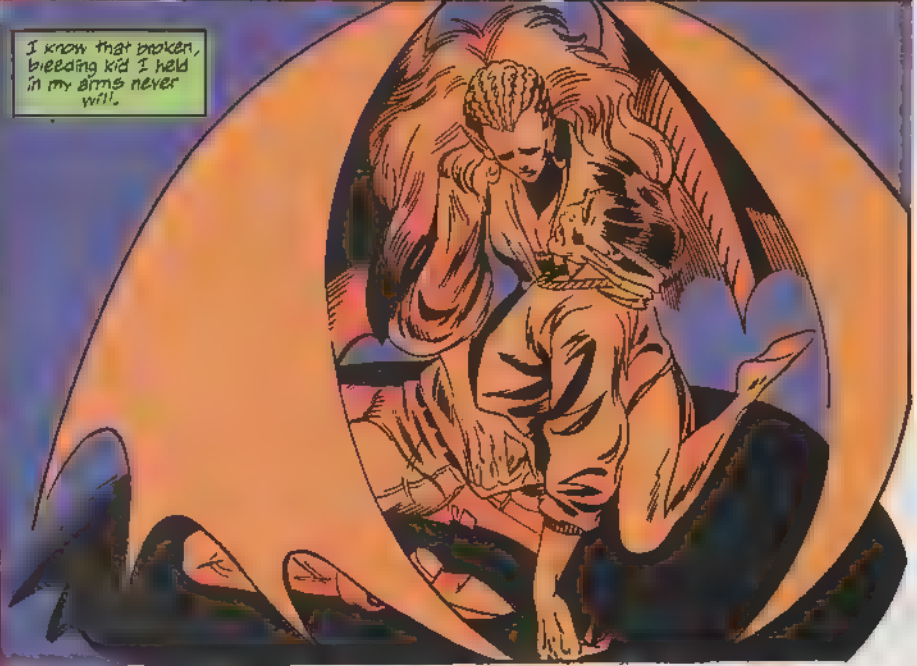
That I'd felt... for a good part of my life.



I think he did.



And I pray he never forgets it.



I know that broken, bleeding kid I held in my arms never will.

At the time, none of this was conscious. I'd hardly adjusted to the transformation..

..and I certainly didn't understand my ability to channel my feelings into emotional blasts

What was in my heart just burst up and out of me. Pure reflex.

After that, I didn't give those two punks a second thought.

All I cared about was getting that boy to the hospital.

That boy...

...so much like myself.

Since my encounter with Spider-Man I'd been running with the shadows. Weeks on end as a living ghost, haunting the streets unsure of what to do where to turn.

Eating wasn't a problem. Along with my other... unique abilities, it seemed I could forego food indefinitely.

Sleep? I rested in alleys, on rooftops, abandoned buildings - even sewers. It was all the same to me.

And yet for all the horror of it (and I feel ashamed to admit this), I found a certain freedom in my new form.

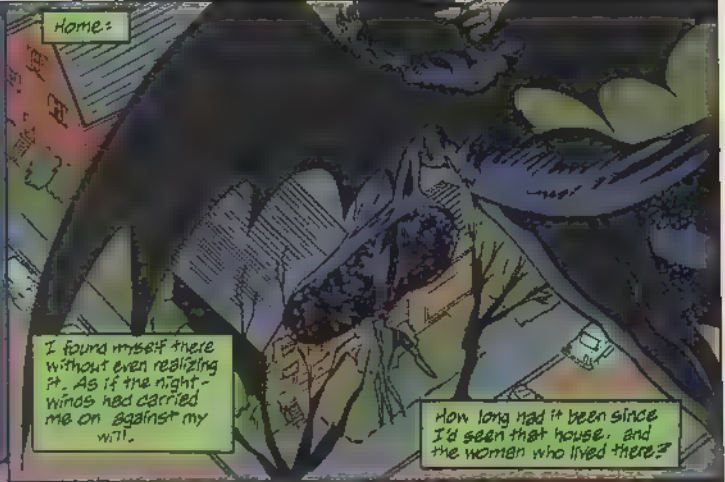
Above the world, right? Transcending reality.

Looking back, it's clear I was in shock. How could someone live through the ordeal I had... and not be?

But that boy..

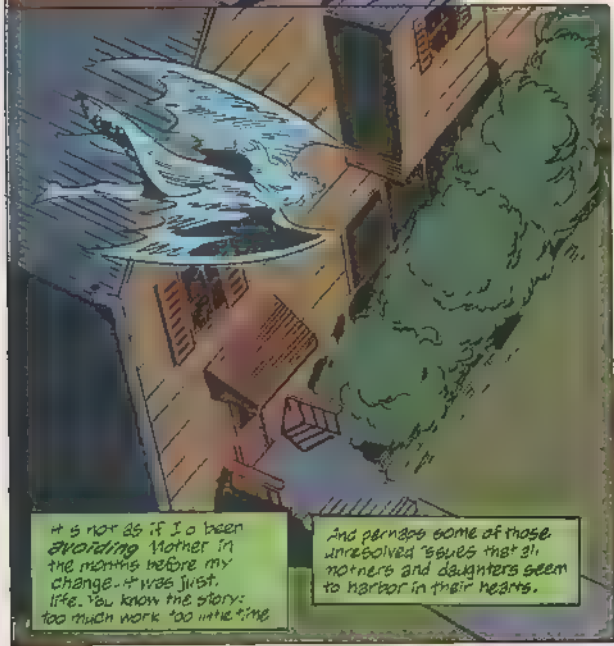


...he brought
me my
home.



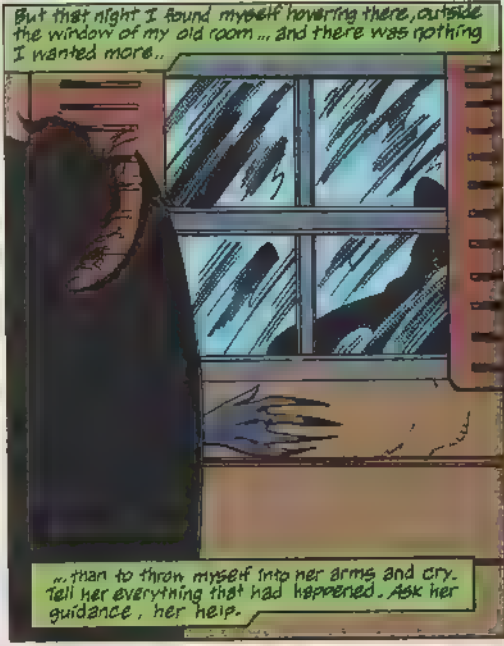
I found myself there
without even realizing
it. As if the night-
winds had carried
me on against my
will.

How long had it been since
I'd seen that house, and
the woman who lived there?



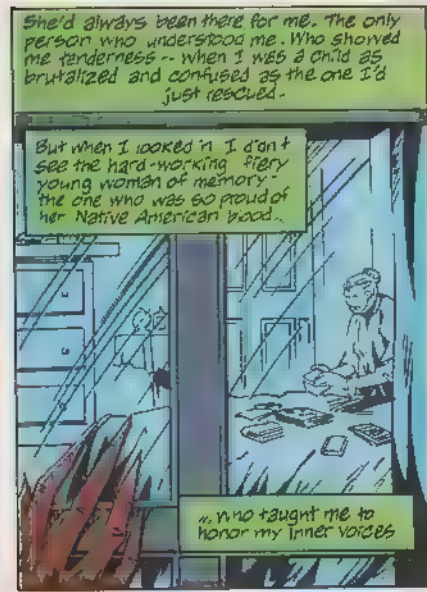
It's not as if I'd been
avoiding Mother in
the months before my
change. It was just
life. You know the story:
too much work, too little time.

And perhaps some of those
unresolved issues that all
mothers and daughters seem
to harbor in their hearts.



But that night I found myself hovering there, outside
the window of my old room... and there was nothing
I wanted more...

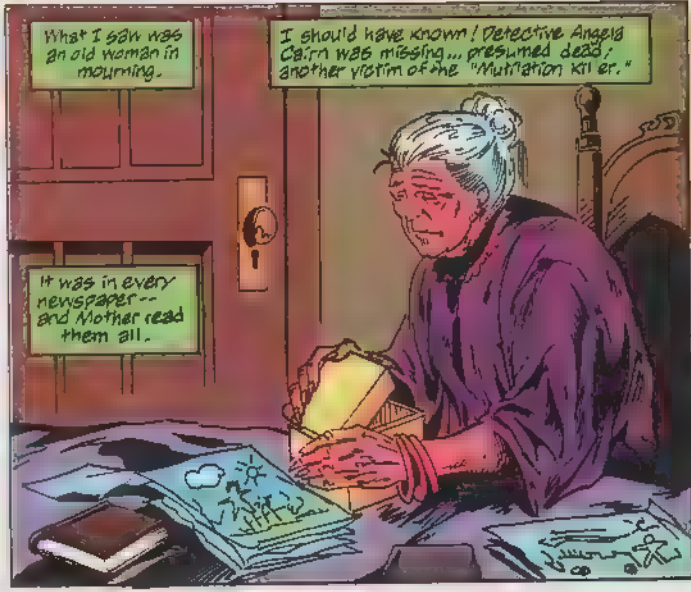
...than to throw myself into her arms and cry.
Tell her everything that had happened. Ask her
guidance, her help.



She'd always been there for me. The only
person who understood me. Who showed
me tenderness -- when I was a child as
brutalized and confused as the one I'd
just rescued.

But when I looked in I don't
see the hard-working, fiery
young woman of memory --
the one who was so proud of
her Native American blood...

...who taught me to
honor my inner voices

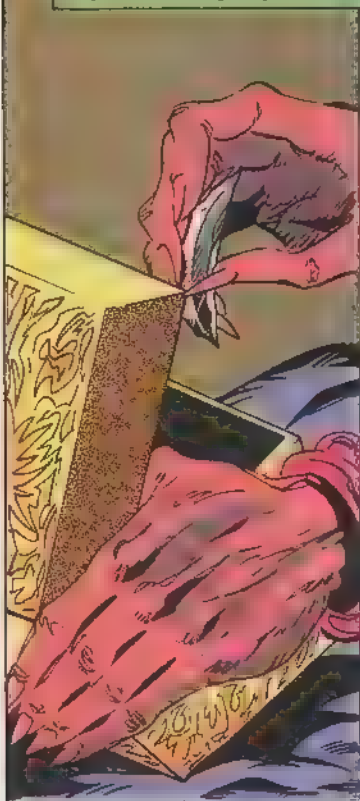


What I saw was
an old woman in
mourning.

I should have known! Detective Angela
Cairn was missing... presumed dead;
another victim of the "Nutrition Killer."

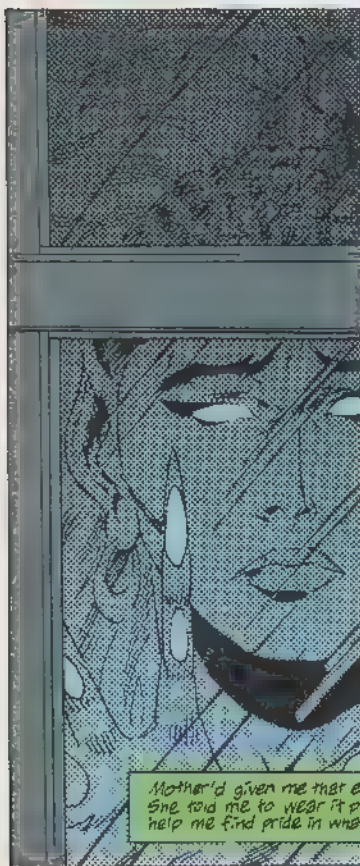
It was in every
newspaper --
and Mother read
them all.

I watched feeling like some cheap voyeur as she sorted through those mementos of my childhood as she fingered each long-forgotten toy each yellowed drawing as if it were some priceless artifact



I watched
her cry.

And when I saw what she
continued to clutch there
in her hand - long after
the other things had ceased
to interest her...



...I cried,
too.

Mother'd given me that earring when I was fifteen. Carved with her own hands, out of buffalo bone. She told me to wear it proudly, as a symbol of my uniqueness: that the power of the buffalo would help me find pride in what I was... not in what others expected of me.

I'd cherished that earring then, but
I'd lost track of it; she hadn't.

So my mother cried 'til she
slept, slept 'til awakened



...by a warm breeze
coming through the
open window.

Did she know that I'd been
there, hovering over her
as she rested? Had she
felt my fingers brush her
cheek...



...gentler even than the breeze?

Had she felt my love encircling
her like a cocoon, soothing
her grieving heart?

I do like to
think so.



If I have the power to touch people
with my emotions, to leave traces
of myself in their psyches...

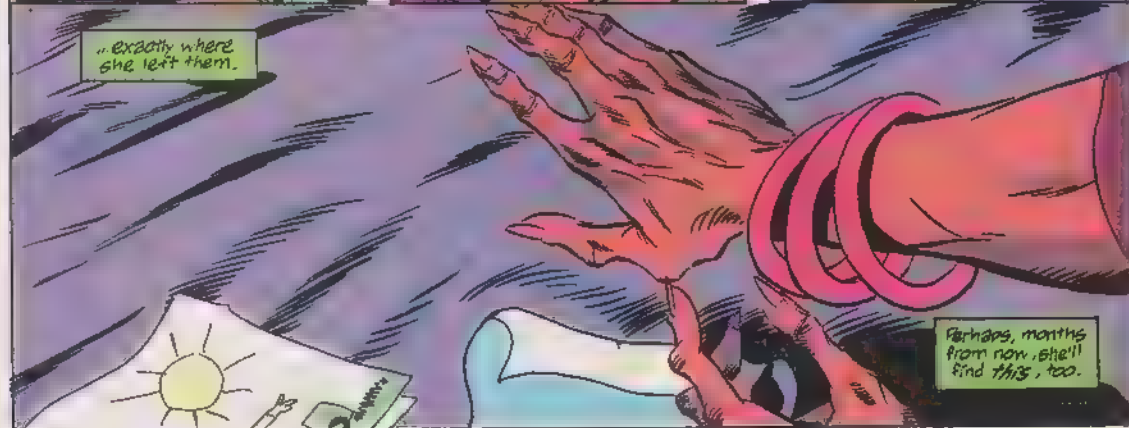
...I hope to God I
left something
behind for her.



And I hope she didn't worry too much, when she noticed her
precious memento was gone. She's always doing that:
misplacing things...then finding them again, months later...



...exactly where
she left them.



Perhaps, months
from now, she'll
find this, too.

Perhaps
not.

I'd love to promise I'll come
back to her-- but I can't.

But a part of me
will always be
there: sitting
beside her while
she sleeps, feeding
her love when her
soul is hungry

Not until I've made peace with this night-song
I've become. This... nocturne that enchants
and repulses me.

Watching
over her

...like a
Guardian
Angel.

And in return?

An artifact:

to give me strength-- if I find myself, broken and
bleeding, in an alley; to give me pride-- even if all
the world labels me a freak.

To help me remember
who I once was..

.. as I continue
on the road.

.. to who I'm
supposed
to be

END

STAN LEE PRESENTS:

BLACK CROW IN YOUR EYES

AGAIN HE DREAMS HIS
CONSCIOUSNESS SHRINKS,
DWINDELS TO ALMOST
NOTHING... YET SOMEHOW
BROADENS, WIDE AS
CREATION.

HIS BODY SINKS DOWN
INTO BLACK OBLIVION...
YET SOMEHOW RISES
INTO BLACK ECSTASY.

FLYING...

HE'S FLYING.

SO HIGH
ABOVE
THE WORLD!

J.M. DE MATTEIS & MARC LEVINE • DE MATTEIS
PLOT
M.C. WYMAN & COMPANY • STEVE DUTRO
ART
JOHN KALISZ • FEIN, FINGEROTH & DEFALCO
COLOR
POWER TRIO

SPREADING NIGHT-
WINDS WHEELING
ACROSS THE HEAVENS,
SOARING BEYOND THE
PHYSICAL UNIVERSE,
THROUGH PAST/
PRESENT/FUTURE...

... INTO THE SACRED VOID.

THEN THE VOID
GIVES WAY.

FEATHERS FALL. GRAVITY REASSERTS
ITSELF. LIMBS, HEAVY AND SLEIGHISH,
DRAG HIM DOWN, IMPRISON HIM.

AND THE
DREAM
FADES.

AND THE MAN...

... AWAKENS.

A PROUD MAN, A
STRONG MAN, NAMED
JESSE BLACK CROW.

BUT THE GREATEST PRIZE THE
MOST TOWERING STRENGTH CAN BE
WORN AWAY IN YEARS OF SLEEPING.

IT'S NOT JUST THE WHEELCHAIR. THE FALL
THAT CRIPPLED HIM MAY HAVE WEAKENED
HIS SPIRIT--BUT HE'S HELD ON. HE'S SURVIVED.

BUT WHAT CAN SURVIVAL MATTER IN A PLACE SO
DEAD AND DRY? WHEN HE LEFT THE RESERVATION
AND CAME TO THE CITY, HE THOUGHT HE WAS
ASSERTING HIS INDEPENDENCE.

IN RETROSPECT, IT
SEEMS ALL HE WAS
ASSERTING WAS
THE TRUTH OF HIS
GRANDFATHER'S
WORDS:

"THE WHITE MAN'S WORLD
THE OLD MAN SAID, 'IS
A STERILE WASTELAND."

"THEY'VE PAVED OVER THE MAGIC IN
THE EARTH, BURIED THE SACRED
SPIRITS BENEATH MILE-HIGH TOWERS."

JESSE LAUGHED AT
THAT "LOVELY POETRY,
GRANDFATHER. HE'D SAID
'BUT POETRY WON'T FILL
EMPTY BELLIES."

"I'LL GLADLY TAKE
MY CHANCES IN
THAT STERILE
WASTELAND."

IF GRANDFATHER
WERE ALIVE TODAY,
IT WOULD BE HIS
TURN TO LAUGH.

LAUGH AT A SHATTERED BODY--AND A MIND THAT'S RAPIDLY LOSING THE ABILITY TO DISCERN
BETWEEN DREAM AND REALITY. SANITY AND MADNESS. LAUGH AT A LIFE SO STERILE THAT JESSE
LOOKS FORWARD TO SLEEP, TO THE SURRENDER OF HIS INDIVIDUALITY. AND THE DREAMS OF
BLACK FREEDOM.

BETTER THESE
ILLUSIONS--THAN
AN EXISTENCE
OF POVERTY
HELPLESSNESS,
AND...

D'SPAIRE.

SLEEP, JESSE
BLACK CROW, THRASH
AND SWEAT AND
GROAN. YOUR PAIN IS FOOD
TO ME. I ROLL IT
ACROSS MY TONGUE--
AND SAVOR ITS
BITTER TASTE.

WHAT
WOULD YOU DO
IF I TOLD YOU
THE TRUTH ABOUT
YOUR "DREAMS"?

WHAT WOULD
YOU SAY IF I TOLD
YOU THAT THE GOD
YOUR PEOPLE CAL
CROW DESCENDS
FROM THE GREAT
VOID--

--AND
ENTERS INTO
YOU--

--USING
YOU AS ITS
VEHICLE TO MOVE
THROUGH MAN'S
WORLD?

I LIVE FOR
HUMAN
SUFFERING.
I LIVE FOR
PAIN AND
TEARS AND
BLOOD.

BUT THE
CROW MOVES
AMONG THEM
LIKE A
GUARDIAN
ANGEL--LEADING
PEOPLE UP
OUT OF MY
GRASP--

--AND INTO THE
ARMS OF THE ONE
I HATE MOST.

HE-- ANNOYS
ME WITH HIS PURITY.
AND I WILL
ANNIHILATE
HIM--

--THROUGH
YOU.

I THINK NOT,
D'SPAIRE!

WOAH!!

Did you
honestly believe
I wouldn't feel
you hovering
around my
host--

--intensifying
his fear and
depression?



DID YOU
HONESTLY
BELIEVE I'D
STAND BY--



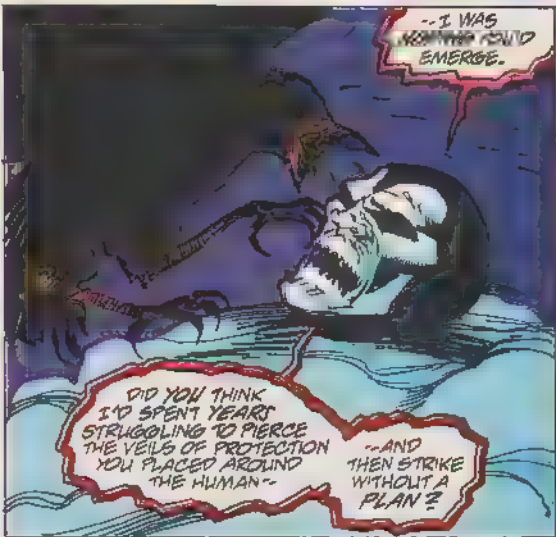
--and
let you
crush
him--



--severing my
link to this
plane?

OF
COURSE
NOT.

AS A
MATTER OF
FACT--



--I WAS
MOMENTARILY
EMERGE.

DID YOU THINK
I'D SPENT YEARS
STRUGGLING TO PIERCE
THE VEILS OF PROTECTION
YOU PLACED AROUND
THE HUMAN--

--AND
THEN STRIKE
WITHOUT A
PLAN?



HOW
MONSTROUSLY
ARROGANT
YOU ARE,
BLACK
CROW!

BEHOLD
YOUR ARROGANCE
--AND GAZE INTO
MY EYES!

BUT THE TRUTH
IS--YOU'VE BEEN
ARROGANT ALL ALONG.
HAVEN'T YOU? BLINDING
THE HUMAN TO YOUR
PRESENCE IN HIS
WIFE--

--LEaving HIM SINK
INTO MADNESS... RATHER
THAN SHARE YOUR POWER
WITH HIM!

What I
do with Jesse
Black Crow is
my affair,
Dispar.

KA-
KOM

--AND NO
CONCERN
OF YOURS!

AH, BUT IT IS
MY CONCERN... AS
I THINK YOU'RE
BEGINNING TO
UNDERSTAND.

IT'S ALWAYS BEEN EASY FOR YOU TO
BECOME THE LIVING LIGHTNING... CHANGE
SHAPE AND FORM AT WILL... BUT NOW--

--NOW YOU'RE
IN PAIN,
AREN'T YOU?

DEEP
PAIN...
HIS
PAIN.

LOOK AT
YOU: THE ANGEL
OF MERCY! THE
SELF-PROCLAIMED
DOORWAY BETWEEN
MAN AND THE
DIVINE!

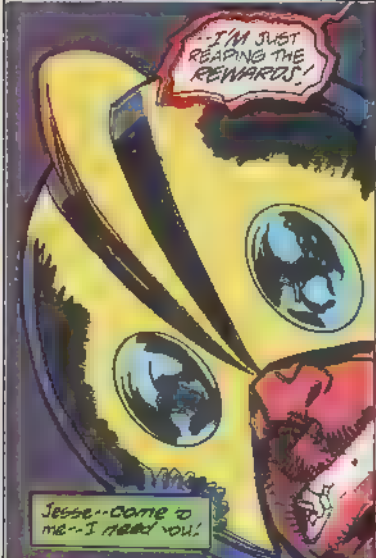
AND
YOU'RE SO
BLIND!

YOU'RE NOT THE HUMAN'S MASTER...
MUCH AS YOU THINK YOU ARE! YOU
NEED HIM--PERHAPS MORE THAN
HE NEEDS YOU!

AND WITHOUT HIS LIFE FORCE TO
FEED YOU... SUPPORT YOU...
EMPOWER YOU... YOU HAVE NO
ANCHOR IN THIS WORLD! YOU'RE
WEAK! DYING!

What...
have...
you...
done?

MEE? YOU
CONDEMNED
JESSE TO A LIVING
HELL LONG BEFORE
I EVER CAME
NEAR HIM--



--I'M JUST
REAPING THE
REWARDS!

Jesse--come to
me--I need you!

DEEP IN THE CAVERNS OF HIS CONSCIOUSNESS
JESSE BLACK CROW HEARS THE VOICE
CALLING HIM--URGING HIM UP, OUT,
INTO THE LIGHT.

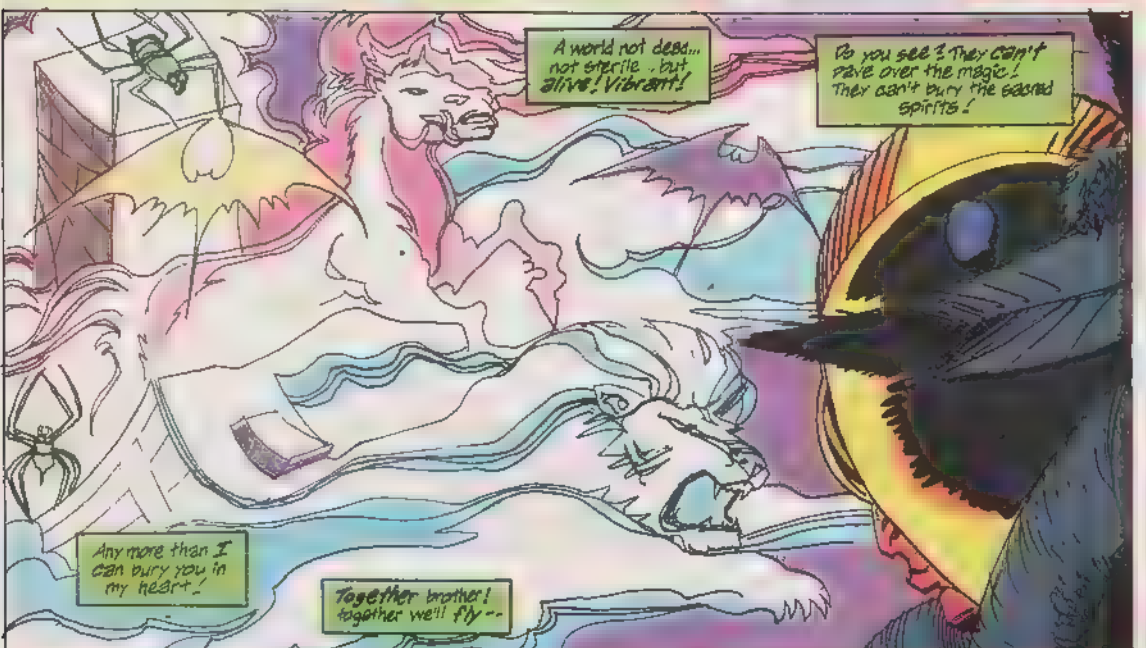
BUT HE REFUSES TO EMERGE.

HE'S HAD ENOUGH, HE'S
DECIDED. OF BOTH DREAMS
AND REALITY HE'LL
STAY THERE IN THE DARK-
NESS--DRIFTING, FORMLESS
AND EMPTY.

NO. THE VOICE INSISTS. NOT
DREAMS! YOU HAVE FLOWN!
YOU HAVE KNOWN WINGED
FREEDOM!

Look, human brother--
and remember! Look
at the world

...through
my eyes!



A world not dead...
not sterile... but
alive! Vibrant!

Do you see? They can't
pave over the magic!
They can't bury the sacred
spirits!

Any more than I
can bury you in
my heart!

Together brother!
together we'll fly--

--and share
this vision with
the world!

JESSE FEELS THE SUDDEN FLOOD
OF ENERGY; THE RUSH OF POWER,
CHARGING UP HIS SPIRITS.

NO LONGER A VESSEL,
A PAWNIER, BUT A PARTNER--
AWAKE! AWAKE!

HE KNOWS NOW THAT
IT ALL WAS REAL-- HE
IS BLACK CROW--NOW
AND FOREVER.

USING HIS ABILITY TO
"DOUBLE"-- TO BE IN
TWO PLACES SIMULTANE-
OUSLY--CROW BREAKS
FREE OF DOPPELGÄNGER'S
GRIP, THEN, MERGING
AGAIN...

...HE WILLS HIMSELF INTO LIGHTNING SPRINGS FORWARD...

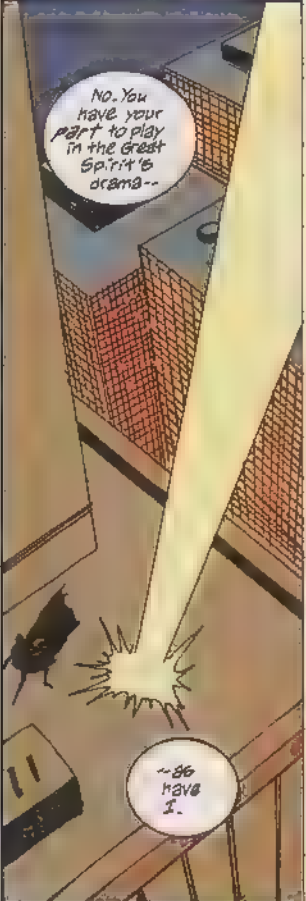


...AND TAKES THE MONSTER DOWN!

Thank you, P'sparr -- for providing the battleground for my 1st... test.



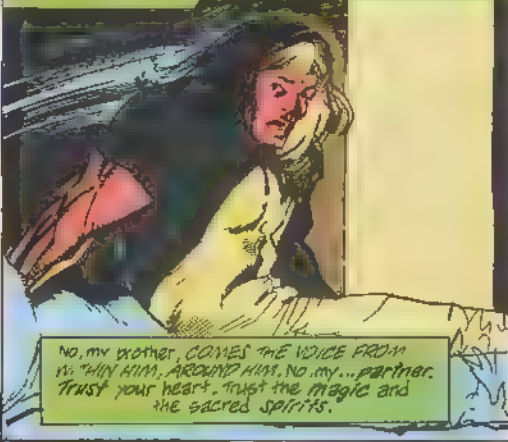
As all men use the fires of despair -- to forge their strength. To bring them closer to the Great Spirit.



I WON'T FORGET THIS HUMILIATION, BLACK CROW. THE DAY WILL COME--



HE AWAKENS AS USUAL - DISORIENTED, ELATED, ENVELOPED BY A WAVE OF ECSTASY IN FEELS AND FEELS, THEN AS USUAL, THE REALIZATION DAWNS: JUST A DREAM. JUST FEVER AND MADNESS JUST--



STAN LEE PRESENTS: **THE PROWLER** IN

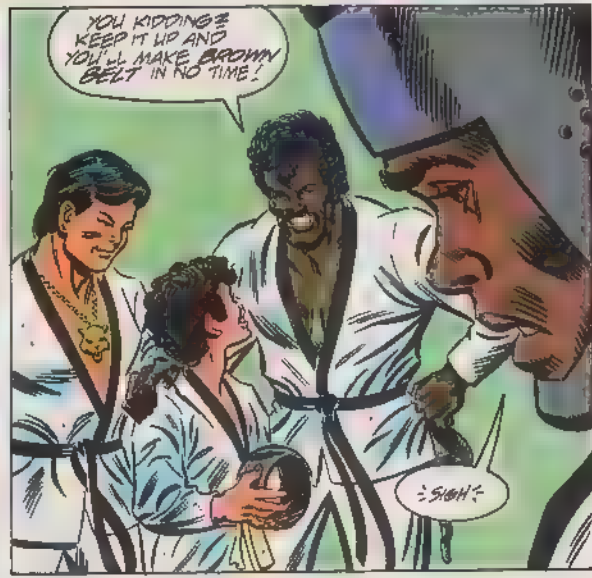
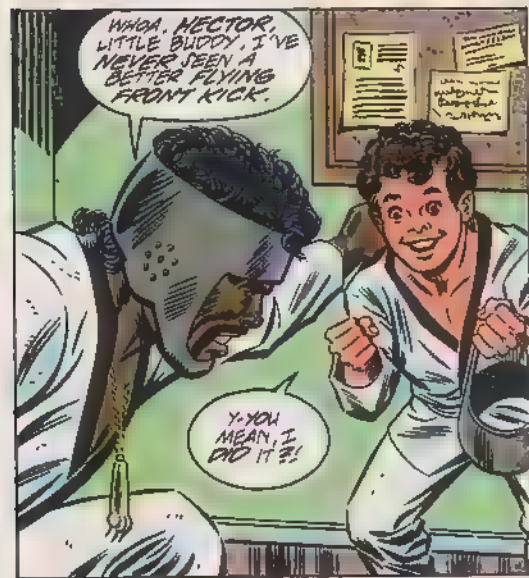
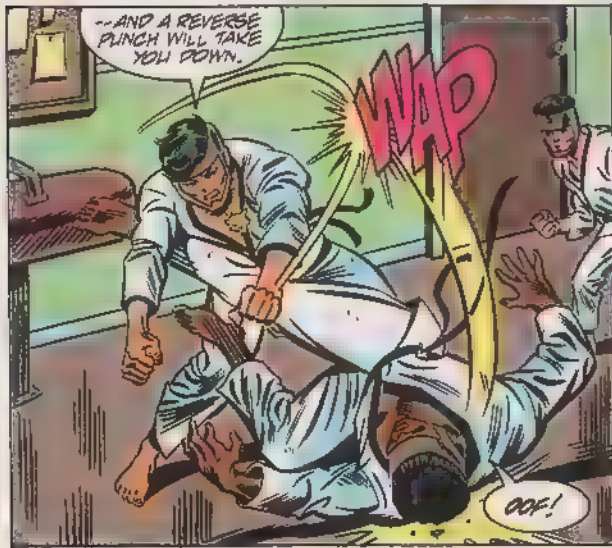
JADED PERCEPTION

THE SONS OF THE TIGER
MARTIAL ARTS STUDIO,
IN MANHATTAN'S CHINATOWN
DISTRICT...

KILL!!

GLENN HERDLING - writer
JOHN ROM TA Sr. - breakdowns
AL M. GORD - finisher
STEVE PLATRO - inker
MARIE JAVINS - colorist

ERIC FEIN - editor DANNY FINGEROTH - group editor TOM DeFALCO - editor in chief



MASTER BROWN, WILL I GET ONE OF THOSE COOL AMULETS WHEN I BECOME A BLACK BELT?

YES, YES NO HECTOR

"I USED TO FIGHT CRIME ALONGSIDE LIN SHUN HERE AND THE FAMOUS ADVENTURE-MOVIE STAR BOB DIAMOND."

"THE JADE PENDANTS GRANTED EACH OF US THE STRENGTH AND ABILITIES OF ONE ANOTHER."

C'MON... YOU'RE CRANKIN' ME! THE BOB DIAMOND?!

MY BIG BROTHER REALLY ADMIRES THAT BOY.

BELIEVE ME, THE FEELING'S MUTUAL.

HECTOR IS ABE'S FAVORITE STUDENT--HECK, HIS ONLY STUDENT SINCE SOME LUSY DEVELOPER HAS BEEN SCARING THEM AWAY TO FORCE US INTO SELLING OUR SCHOOL.

COME INTO MY OFFICE, I'VE GOT SOMETHING THAT'LL PERK UP YOUR SPIRITS.

I ASSEMBLED
THOSE WEAPONS
YOU DESIGNED
FOR YOUR OUTFIT.

LIN, YOU ARE
A TRUE FRIEND.
I MAY NOT BE
ABLE TO KICK,
BUT AT LEAST
NOW I CAN.

WHAT
THE--?

CRAASHH!

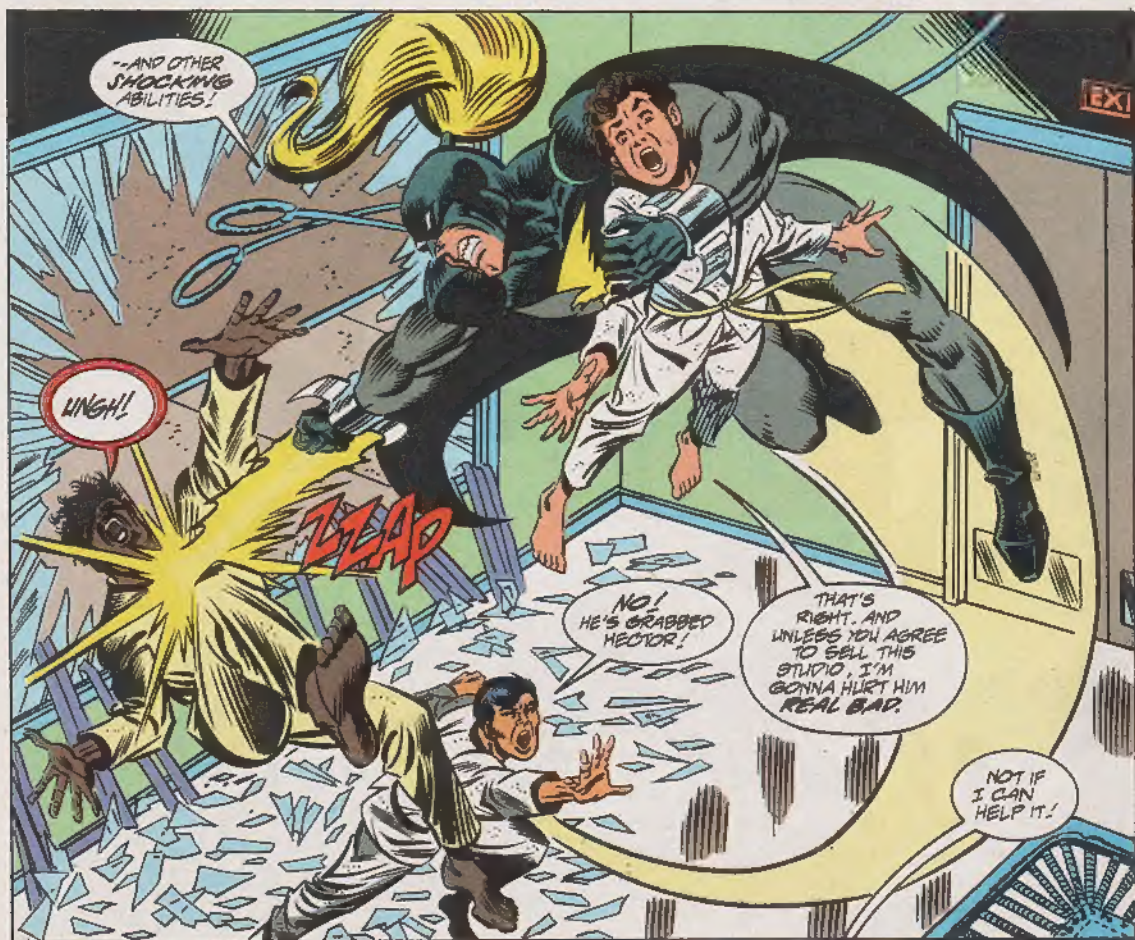
GOOD DAY,
GENTLEMEN.

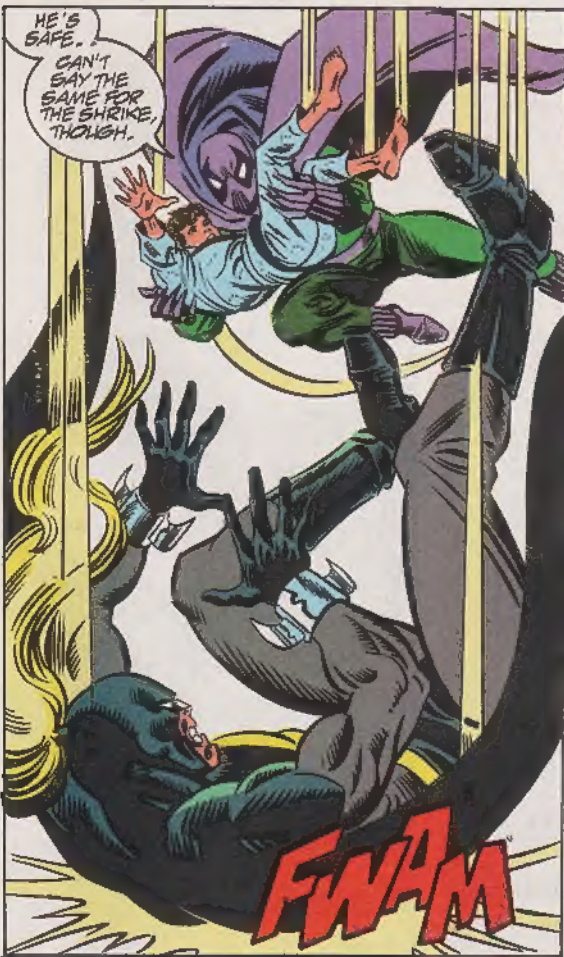
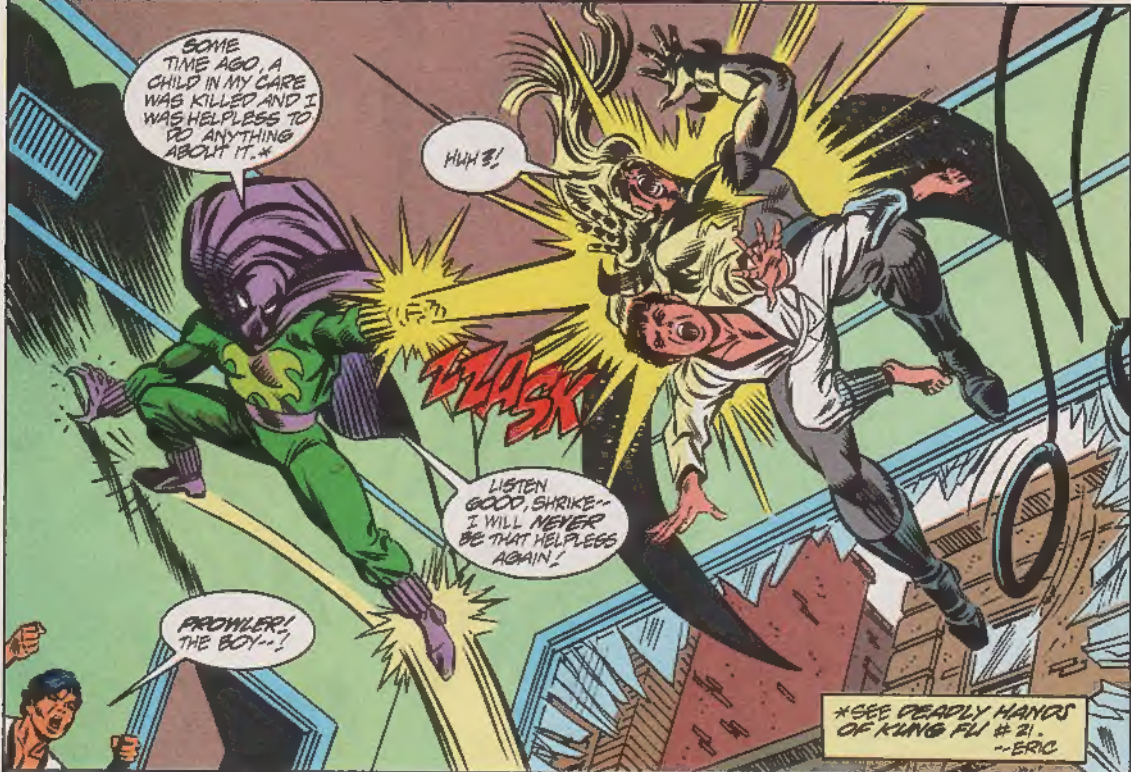
BECAUSE CERTAIN PARTIES
PERCEIVE YOU AS
UNCONTROLLABLE
PESTS, THEY AR-
RANGED FOR MY
"RELEASE" FROM
JAIL AND HAVE
HIRED MY EXTER-
MINATION
SERVICES AS--

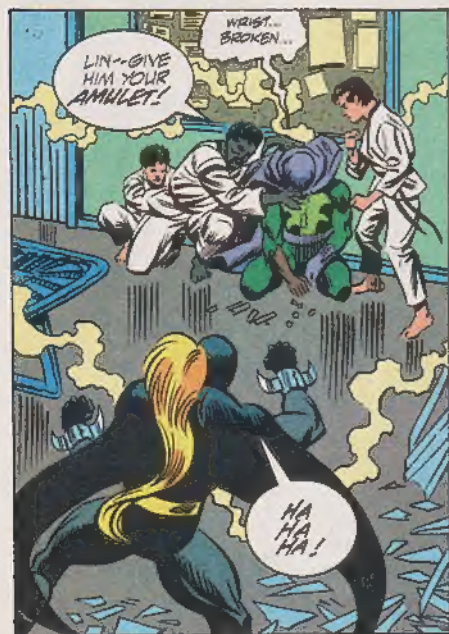
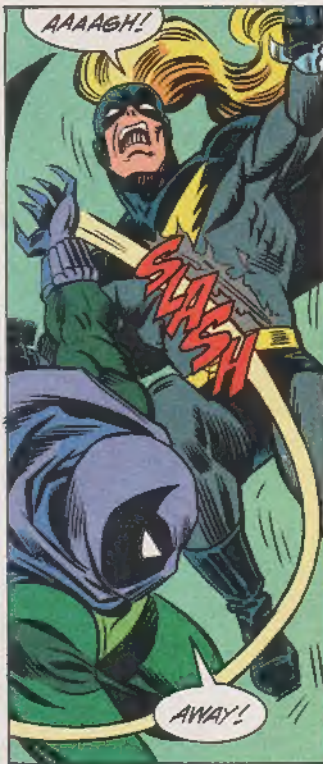
KILLER SHRIKE!

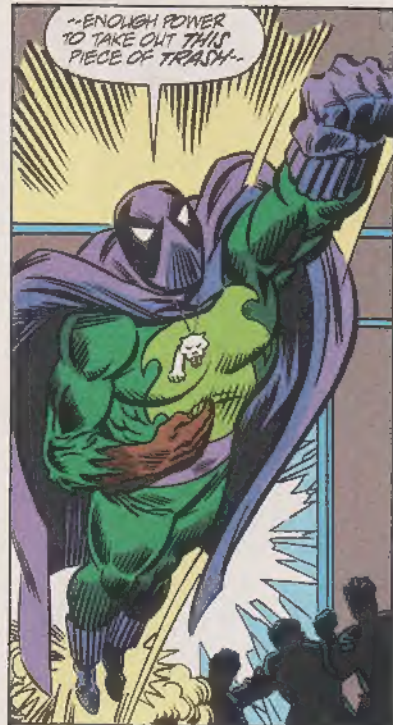
M-MASTER
BROWN?

HECTOR--
TAKE
COVER!









--ENOUGH POWER
TO TAKE OUT THIS
PIECE OF TRASH--



--ENOUGH TO
ACCOMPLISH
A SIMPLE
FLYING FRONT
KICK--

THUD!

UNGH!



HE
DID
IT!

OF
COURSE.

NOW,
REMOVE THE SHRIKE'S
WRIST BLASTERS SO
I CAN BIND
HIM.

ZURRUS

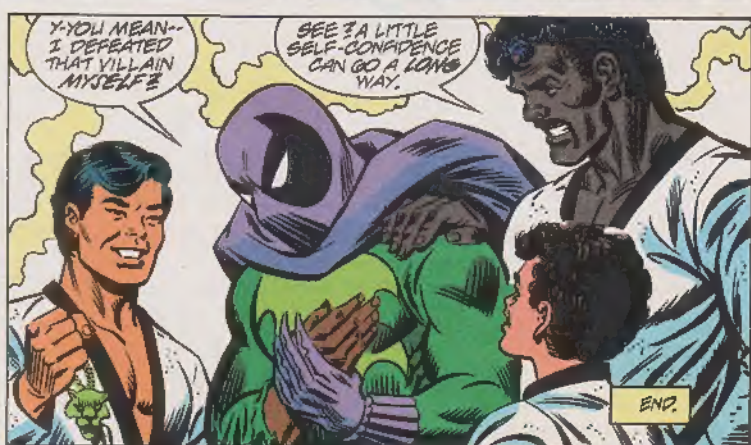


HERE, GUYS,
TAKE YOUR
AMULETS.

KEEP
THEM. THEY'RE
JUST PLASTIC
REPLICAS--
A DIME A
DOZEN.



THE REAL
ONES WERE
RETURNED TO
THEIR TRUE
OWNERS IN
K'UN L'UN
SOME TIME
AGO.



X-YOU MEAN--
I DEFEATED
THAT VILLAIN
MYSELF?

SEE A LITTLE
SELF-CONFIDENCE
CAN GO A LONG
WAY.

END.